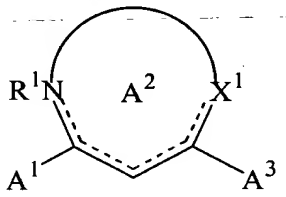
Amendments to the Claims

Claim 1 (currently amended): A compound of Formula I:



I

in which:

the dashed lines indicate optional unsaturation without violating valency rules;

R^1 is hydrogen, (C_{1-6})alkyl or $-C(O)R^6$, wherein R^6 is as defined below, or R^1 is absent when a double bond exists between the nitrogen atom to which R^1 is attached and an adjacent ring atom ~~or $R^\dagger$ is as defined below~~;

X^1 is $-S(O)_n-$, wherein n is 0, 1, or 2;

A^1 is a monocyclic or fused polycyclic ring system selected from aryl containing a total of 6 to 14 ring atoms, heteroaryl containing a total of 5 to 14 ring atoms and unsaturated, partially unsaturated or saturated carbocycloalkyl or heterocycloalkyl each containing a total of 3 to 14 ring atoms, wherein A^1 may be substituted with a group selected from $-X^2R^3$, $-X^2OR^3$, $-X^2C(O)R^3$, $-X^2OC(O)R^3$, $-X^2C(O)OR^3$, $-X^2SR^3$, $-X^2S(O)R^3$, $-X^2S(O)_2R^3$, $-X^2NR^3R^4$, $-X^2NR^4C(O)R^3$, $-X^2NR^4C(O)OR^3$, $-X^2C(O)NR^3R^4$, $-X^2NR^4C(O)NR^3R^4$, $-X^2NR^4C(NR^4)NR^3R^4$, $-X^2NR^4S(O)_2R^3$ and $-X^2S(O)_2NR^3R^4$, wherein X^2 is a bond or (C_{1-6})alkylene, R^3 is $-X^2R^5$ wherein X^2 is as defined above and R^5 is aryl containing a total of 6 to 10 ring atoms, heteroaryl containing a total of 5 to 10 ring atoms or unsaturated, partially unsaturated or saturated carbocycloalkyl or

heterocycloalkyl each containing a total of 3 to 10 ring atoms, and R^4 at each occurrence independently is hydrogen, (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, wherein each ring within A^1 and R^5 that contains from 3 to 8 ring atoms may be substituted with 1 to 3 groups independently selected from (C_{1-6})alkyl, cyano, halo, nitro, halo-substituted (C_{1-6})alkyl, $-X^2OR^4$, $-X^2C(O)R^6$, $-X^2OC(O)R^6$, $-X^2C(O)OR^4$, $-X^2SR^4$, $-X^2S(O)R^6$, $-X^2S(O)_2R^6$, $-X^2NR^4R^4$, $-X^2NR^4C(O)R^6$, $-X^2NR^4C(O)OR^4$, $-X^2C(O)NR^4R^4$, $-X^2NR^4C(O)NR^4R^4$, $-X^2NR^4C(NR^4)NR^4R^4$, $-X^2NR^4S(O)_2R^6$ and $-X^2S(O)_2NR^4R^4$, wherein X^2 and R^4 are as defined above and R^6 is (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, and wherein any said carbocycloalkyl and heterocycloalkyl rings within A^1 and R^5 may be substituted further with 1 to 2 groups independently selected from (C_{1-6})alkylidene, oxo, imino and thioxo, with the proviso that only one of A^1 and R^5 is a fused polycyclic ring system;

B1

A^2 is a monocyclic ring selected from heteroarylene or unsaturated, partially unsaturated or saturated heterocycloalkylene containing a total of 7 ~~5 to 11~~ ring atoms, wherein A^2 may be substituted with a group selected from $-X^2R^8$, $-X^2OR^8$, $-X^2C(O)R^8$, $-X^2OC(O)R^8$, $-X^2C(O)OR^8$, $-X^2SR^8$, $-X^2S(O)R^8$, $-X^2S(O)_2R^8$, $-X^2NR^4R^8$, $-X^2NR^4C(O)R^8$, $-X^2NR^4C(O)OR^8$, $-X^2C(O)NR^4R^8$, $-X^2NR^4C(O)NR^4R^8$, $-X^2NR^4C(NR^4)NR^4R^8$, $-X^2NR^4S(O)_2R^8$ and $-X^2S(O)_2NR^4R^8$, wherein X^2 is a bond or (C_{1-6})alkylene, R^8 is $-X^2R^9$ wherein X^2 is as defined above and R^9 is aryl containing a total of 6 to 10 ring atoms, heteroaryl containing a total of 5 to 10 ring atoms or unsaturated, partially unsaturated or saturated carbocycloalkyl or heterocycloalkyl each containing a total of 3 to 10 ring atoms, and R^4 at each occurrence independently is hydrogen, (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, wherein each ring within A^2 and R^8 that contains from 3 to 8

ring atoms may be substituted with 1 to 3 groups independently selected from (C_{1-6})alkyl, cyano, halo, nitro, halo-substituted (C_{1-6})alkyl, $-X^2OR^4$, $-X^2C(O)R^6$, $-X^2OC(O)R^6$, $-X^2C(O)OR^4$, $-X^2SR^4$, $-X^2S(O)R^6$, $-X^2S(O)_2R^6$, $-X^2NR^4R^4$, $-X^2NR^4C(O)R^6$, $-X^2NR^4C(O)OR^4$, $-X^2C(O)NR^4R^4$, $-X^2NR^4C(O)NR^4R^4$, $-X^2NR^4C(NR^4)NR^4R^4$, $-X^2C(O)NR^4X^2C(O)OR^4$, $-X^2NR^4S(O)_2R^6$ and $-X^2S(O)_2NR^4R^4$, wherein X^2 and R^4 are as defined above and R^6 is (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, and wherein any said heterocycloalkylene, carbocycloalkyl and heterocycloalkyl rings within A^2 and R^8 may be substituted further with 1 to 2 groups independently selected from (C_{1-6})alkylidene, oxo, imino and thioxo~~, with the proviso that only one of A^2 and R^8 is a fused polycyclic ring system~~; and

B1

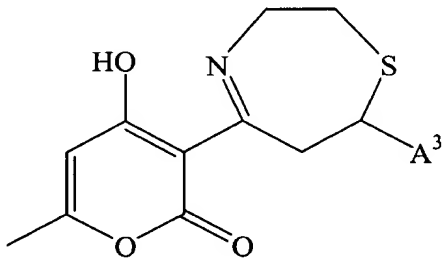
A^3 is a monocyclic or fused polycyclic ring system selected from aryl containing a total of 6 to 14 ring atoms, heteroaryl containing a total of 5 to 14 ring atoms and unsaturated, partially unsaturated or saturated carbocycloalkyl or heterocycloalkyl each containing a total of 3 to 14 ring atoms, wherein A^3 may be substituted with a group selected from $-X^2R^{9'}$, $-X^2OR^{9'}$, $-X^2C(O)R^{9'}$, $-X^2OC(O)R^{9'}$, $-X^2C(O)OR^{9'}$, $-X^2SR^{9'}$, $-X^2S(O)R^{9'}$, $-X^2S(O)_2R^{9'}$, $-X^2NR^4R^{9'}$, $-X^2NR^4C(O)R^{9'}$, $-X^2NR^4C(O)OR^{9'}$, $-X^2C(O)NR^4R^{9'}$, $-X^2NR^4C(O)NR^4R^{9'}$, $-X^2NR^4C(NR^4)NR^4R^{9'}$, $-X^2NR^4S(O)_2R^{9'}$ and $-X^2S(O)_2NR^4R^{9'}$, wherein X^2 is a bond or (C_{1-6})alkylene, $R^{9'}$ is $-X^2R^{10}$ wherein X^2 is as defined above and R^{10} is aryl containing a total of 6 to 10 ring atoms, heteroaryl containing a total of 5 to 10 ring atoms or unsaturated, partially unsaturated or saturated carbocycloalkyl or heterocycloalkyl each containing a total of 3 to 10 ring atoms, and R^4 at each occurrence independently is hydrogen, (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, wherein each ring within A^3 and R^{10} that contains from 3 to 8 ring atoms may be substituted with 1 to 3

groups independently selected from (C_{1-6})alkyl, cyano, halo, nitro, halo-substituted (C_{1-6})alkyl, $-X^2OR^4$, $-X^2C(O)R^6$, $-X^2OC(O)R^6$, $-X^2C(O)OR^4$, $-X^2SR^4$, $-X^2S(O)R^6$, $-X^2S(O)_2R^6$, $-X^2NR^4R^4$, $-X^2NR^4C(O)R^6$, $-X^2NR^4C(O)OR^4$, $-X^2C(O)NR^4R^4$, $-X^2NR^4C(O)NR^4R^4$, $-X^2NR^4C(NR^4)NR^4R^4$, $-X^2NR^4S(O)_2R^6$ and $-X^2S(O)_2NR^4R^4$, wherein X^2 and R^4 are as defined above and R^6 is (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, and wherein any said carbocycloalkyl and heterocycloalkyl rings within A^3 and R^{10} may be substituted further with 1 to 2 groups independently selected from (C_{1-6})alkylidene, oxo, imino and thioxo, with the proviso that only one of A^3 and R^{10} is a fused polycyclic ring system; and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof;

B1

wherein said prodrug derivative is an ester of a compound of Formula I containing a hydroxy group or a carboxy group;

with the proviso that when said compound is Formula II(a):



II(a)

then A^3 is other than:

unsubstituted pyridyl;

unsubstituted thienyl;

unsubstituted indolyl;

unsubstituted phenyl;

benzo[1,3]dioxolyl;

2,3-dihydro-benzo[1,4]dioxinyl;

phenyl which is mono-substituted by fluoro, bromo, iodo, nitro, methyl, isopropyl, ethoxy or methylsulfanyl; and

B1

phenyl which is substituted by at least one of chloro, hydroxy or methoxy.

Claim 2 (original): The compound of claim 1, and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts of said compound, with the further proviso that A^3 is other than:

unsubstituted pyridyl;

unsubstituted thienyl;

unsubstituted indolyl;

unsubstituted phenyl;

benzo[1,3]dioxolyl;

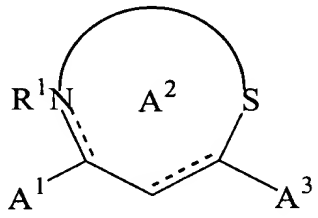
2,3-dihydro-benzo[1,4]dioxinyl; and

phenyl which is substituted by at least one of halogen, nitro, hydroxy, (C_{1-3})alkyl, methoxy, ethoxy and methylsulfanyl.

Claim 3 (original): The compound of claim 1, and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts of said compound, with the further proviso that A^1 is not 4-hydroxy-6-methyl-2-oxo-2*H*-pyran-3-yl.

Claim 4 (original): The compound of Claim 1 in which said compound is of Formula I(A):

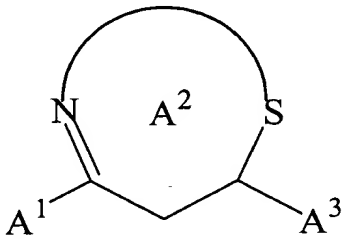
B1



I(A)

in which R^1, A^1, A^2 and A^3 are as defined in Claim 1; and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

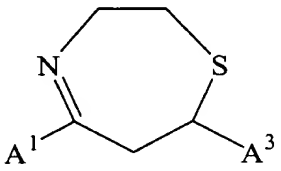
Claim 5 (previously presented): The compound of Claim 4 in which said compound is of Formula I(B):



I(B)

and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

Claim 6 (previously presented): The compound of Claim 5 in which said A^2 is 2,3,6,7-tetrahydro-[1,4]thiazepin-5,7-ylene, that is the compound of Formula I(C):



I(C)

in which said 2,3,6,7-tetrahydro-[1,4]thiazepin-5,7-ylene may be substituted with 1 to 3 groups independently selected from (C_{1-6})alkyl, cyano, halo, nitro, halo-substituted (C_{1-6})alkyl, $-X^2OR^4$, $-X^2C(O)R^6$, $-X^2OC(O)R^6$, $-X^2C(O)OR^4$, $-X^2SR^4$, $-X^2S(O)R^6$, $-X^2S(O)_2R^6$, $-X^2NR^4R^4$, $-X^2NR^4C(O)R^6$, $-X^2NR^4C(O)OR^4$, $-X^2C(O)NR^4R^4$, $-X^2NR^4C(O)NR^4R^4$, $-X^2NR^4C(NR^4)NR^4R^4$, $-X^2C(O)NR^4X^2C(O)OR^4$, $-X^2NR^4S(O)_2R^6$ and $-X^2S(O)_2NR^4R^4$, wherein X^2 is a bond or (C_{1-6})alkylene, R^4 at each occurrence independently is hydrogen, (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, and R^6 is (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl; and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

Claim 7 (original): The compound of Claim 6 in which A^1 is 4-hydroxy-6-methyl-2-oxo-2*H*-pyran-3-yl or 4-methoxy-6-methyl-2-oxo-2*H*-pyran-3-yl; and the

N-oxide derivatives, prodrug derivatives, protected derivatives, individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

Claim 8 (original): The compound of Claim 7 in which said compound is selected from the group consisting of:

4-hydroxy-6-methyl-3-[7-(3-phenyl-1*H*-pyrazol-4-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

3-[7-(5-ethyl-thien-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

B1

3-[7-(1-benzyl-1*H*-indol-3-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

4-hydroxy-6-methyl-3[7-(2-trifluoromethylsulfanyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

4-hydroxy-6-methyl-3[7-(3-trifluoromethylsulfanyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

4-hydroxy-6-methyl-3[7-(4-trifluoromethylsulfanyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

4-hydroxy-6-methyl-3-[7-[3-(3-trifluoromethyl-phenoxy)-phenyl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

3-[7-[3-(3,4-dichloro-phenoxy)-phenyl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-[3-(3,5-dichloro-phenoxy)-phenyl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

4-hydroxy-6-methyl-3-{7-[5-(3-trifluoromethyl-phenyl)-furan-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-pyran-2-one;

3-{7-[5-(2-chloro-phenyl)-furan-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-4-hydroxy-6-methyl-pyran-2-one;

3-{7-[5-(3-chloro-phenyl)-furan-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-4-hydroxy-6-methyl-pyran-2-one;

3-{7-[5-(4-chloro-phenyl)-furan-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-4-hydroxy-6-methyl-pyran-2-one;

B1

4-hydroxy-6-methyl-3-{7-[5-(2-chloro-5-trifluoromethyl-phenyl)-furan-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-pyran-2-one;

3-[7-(4-bromo-thien-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(5-bromo-thien-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(1-benzenesulfonyl-1*H*-pyrrol-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

4-hydroxy-6-methyl-3-[7-(3-methyl-thien-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

4-hydroxy-6-methyl-3-[7-(5-methyl-thien-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

4-hydroxy-6-methyl-3-[7-(1-methyl-1*H*-indol-3-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

3-[7-(3-chloro-2-methyl-5-trifluoromethyl-1*H*-pyrazol-4-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-{7-[1-(2,4-difluoro-benzenesulfonyl)-1*H*-pyrrrol-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-4-hydroxy-6-methyl-pyran-2-one;

3-(7-[2,2′]bithienyl-5-yl-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl)-4-hydroxy-6-methyl-pyran-2-one;

3-{7-[1-(3,5-dichloro-phenyl)-1*H*-pyrrrol-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-4-hydroxy-6-methyl-pyran-2-one;

3-{7-[1-(4-chloro-phenyl)-1*H*-pyrrrol-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-4-hydroxy-6-methyl-pyran-2-one;

B1

3-[7-(5-chloro-1*H*-indol-3-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

4-hydroxy-6-methyl-3-[7-(6-*p*-tolylsulfanyl-imidazo[2,1-*b*]thiazol-5-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

3-[7-(4,5-dibromo-thien-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

4-hydroxy-6-methyl-3-[7-(5-methylsulfanyl-thien-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

3-[7-(5-chloro-1-methyl-3-phenyl-1*H*-pyrazol-4-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(4-dimethylamino-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

4-hydroxy-6-methyl-3-[7-(4-trifluoromethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

3-[7-(bis-trifluoromethyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

4-hydroxy-3-[7-(4-methanesulfonyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-6-methyl-pyran-2-one; and

3-[7-(2,4-dimethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-methoxy-6-methyl-pyran-2-one;

B1 and the *N*-oxide derivatives, prodrug derivatives, protected derivatives; and the pharmaceutically acceptable salts thereof.

Claim 9 (original): The compound of Claim 6 in which A^1 is 4-hydroxy-6-methyl-2-oxo-5,6-dihydro-2*H*-pyran-3-yl or 4-methoxy-6-methyl-2-oxo-5,6-dihydro-2*H*-pyran-3-yl; and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

Claim 10 (original): The compound of Claim 9 in which said compound is selected from the group consisting of:

3-[7-(2,4-dimethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-5,6-dihydro-pyran-2-one;

3-[7-(2,4-diethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-5,6-dihydro-pyran-2-one;

3-[7-(4-dimethylamino-phenyl)-2,3,6,7-tetrahydro-1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-5,6-dihydro-pyran-2-one; and

3-[7-(2,3,4-trimethoxy-phenyl)-2,3,6,7-tetrahydro-1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-5,6-dihydro-pyran-2-one;

and the *N*-oxide derivatives, prodrug derivatives, protected derivatives; and the pharmaceutically acceptable salts thereof.

Claim 11 (original): The compound of Claim 6 in which A^1 is 2-hydroxy-6-oxo-cyclohex-1-enyl or 2-methoxy-6-oxo-cyclohex-1-enyl; and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

B1

Claim 12 (original): The compound of Claim 11 in which said compound is selected from the group consisting of:

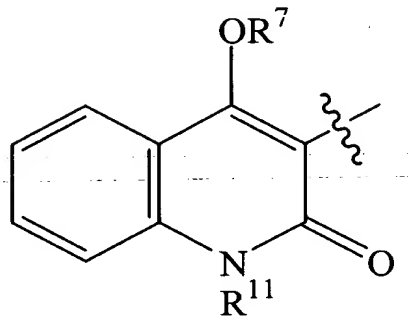
2-[7-(2,4-dimethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-3-hydroxy-cyclohex-2-enone;

2-[7-(2,4-diethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-3-hydroxy-cyclohex-2-enone; and

3-hydroxy-2-[7-(2,3,4-trimethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-cyclohex-2-enone;

and the *N*-oxide derivatives, prodrug derivatives, protected derivatives; and the pharmaceutically acceptable salts thereof.

Claim 13 (original): The compound of claim 6 in which A^1 is a group of Formula (c):



(c)

in which R^7 is hydrogen or methyl, R^{11} is hydrogen or (C_{1-6})alkyl and the free valence is attached to A^2; and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

B1

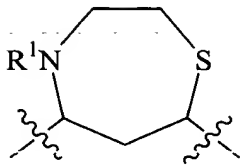
Claim 14 (previously presented): The compound of Claim 13 which is:

3-[7-(2,4-dimethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-1*H*-quinolin-2-one;

and the *N*-oxide derivatives, prodrug derivatives, protected derivatives; and the pharmaceutically acceptable salts thereof.

Claims 15-21 (canceled)

Claim 22 (previously presented): The compound of Claim 4 in which said A^2 is a group of Formula (k):



(k)

in which said group of Formula (k) may be substituted with 1 to 3 groups independently selected from (C_{1-6})alkyl, cyano, halo, nitro, halo-substituted (C_{1-6})alkyl, $-X^2OR^4$, $-X^2C(O)R^6$, $-X^2OC(O)R^6$, $-X^2C(O)OR^4$, $-X^2SR^4$, $-X^2S(O)R^6$, $-X^2S(O)_2R^6$, $-X^2NR^4R^4$, $-X^2NR^4C(O)R^6$, $-X^2NR^4C(O)OR^4$, $-X^2C(O)NR^4R^4$, $-X^2NR^4C(O)NR^4R^4$, $-X^2NR^4C(NR^4)NR^4R^4$, $-X^2C(O)NR^4X^2C(O)OR^4$, $-X^2NR^4S(O)_2R^6$ and $-X^2S(O)_2NR^4R^4$, wherein X^2 is a bond or (C_{1-6})alkylene, R^4 at each occurrence independently is hydrogen, (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, and R^6 is (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl; and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

B1

Claim 23 (original): The compound of Claim 22 in which R^1 is hydrogen; and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

Claim 24 (original): The compound of Claim 22 in which A^1 is 4-hydroxy-6-methyl-2-oxo-2*H*-pyran-3-yl or 4-methoxy-6-methyl-2-oxo-2*H*-pyran-3-yl; and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

Claim 25 (original): The compound of Claim 24 in which said compound is selected from the group consisting of:

3-[4-acetyl-7-(2,4-dimethoxy-phenyl)-[1,4]thiazepan-5-yl]-4-hydroxy-6-methyl-pyran-2-one; and

3-[7-(2,4-dimethoxy-phenyl)-4-(2,2,2-trifluoro-ethanoyl)-[1,4]thiazepan-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

and the *N*-oxide derivatives, prodrug derivatives, protected derivatives; and the pharmaceutically acceptable salts thereof.

B1

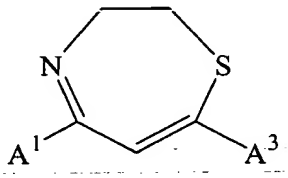
Claim 26 (Original): The compound of Claim 22 in which A^1 is optionally substituted phenyl.

Claim 27 (original): The compound of Claim 26 which is:

1-[7-(2,4-dimethoxy-phenyl)-5-(3-fluoro-4-methoxyphenyl)-[1,4]thiazepan-4-yl]-ethanone;

and the *N*-oxide derivatives, prodrug derivatives, protected derivatives; and the pharmaceutically acceptable salts thereof.

Claim 28 (previously presented): The compound of Claim 4 in which said A^2 is 2,3-dihydro-[1,4]thiazepin-5,7-ylene that is the compound of Formula I(F):



I(F)

in which said 2,3-dihydro-[1,4]thiazepin-5,7-ylene may be substituted with 1 to 3 groups independently selected from (C_{1-6})alkyl, cyano, halo, nitro, halo-substituted (C_{1-6})alkyl, $-X^2OR^4$, $-X^2C(O)R^6$, $-X^2OC(O)R^6$, $-X^2C(O)OR^4$, $-X^2SR^4$, $-X^2S(O)R^6$, $-X^2S(O)_2R^6$, $-X^2NR^4R^4$, $-X^2NR^4C(O)R^6$, $-X^2NR^4C(O)OR^4$, $-X^2C(O)NR^4R^4$, $-X^2NR^4C(O)NR^4R^4$, $-X^2NR^4C(NR^4)NR^4R^4$, $-X^2C(O)NR^4X^2C(O)OR^4$, $-X^2NR^4S(O)_2R^6$ and $-X^2S(O)_2NR^4R^4$, wherein X^2 is a bond or (C_{1-6})alkylene, R^4 at each occurrence independently is hydrogen, (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, and R^6 is (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl; and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

B 1

Claim 29 (original): The compound of Claim 28 in which A^1 is 4-hydroxy-6-methyl-2-oxo-2*H*-pyran-3-yl or 4-methoxy-6-methyl-2-oxo-2*H*-pyran-3-yl; and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

Claim 30 (original): The compound of Claim 29 in which said compound is selected from the group consisting of:

3-[7-(2,4-dimethoxy-phenyl)-2,3-dihydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(2,4-diethoxy-phenyl)-2,3-dihydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one; and

3-(7-[2,2′]bithienyl-5-yl-2,3-dihydro-[1,4]thiazepin-5-yl)-4-hydroxy-6-methyl-pyran-2-one;

and the *N*-oxide derivatives, prodrug derivatives, protected derivatives; and the pharmaceutically acceptable salts thereof.

Claim 31 (original): The compound of Claim 28 in which A^1 is 4-hydroxy-6-methyl-2-oxo-5,6-dihydro-2*H*-pyran-3-yl or 4-methoxy-6-methyl-2-oxo-5,6-dihydro-2*H*-pyran-3-yl; and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

Claim 32 (original): The compound of Claim 31 which is:

3-[7-(2,4-diethoxy-phenyl)-2,3-dihydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-5,6-dihydro-pyran-2-one;

and the *N*-oxide derivatives, prodrug derivatives, protected derivatives; and the pharmaceutically acceptable salts thereof.

Claim 33 (original): The compound of Claim 28 in which A^1 is 2-hydroxy-6-oxo-cyclohex-1-enyl or 2-methoxy-6-oxo-cyclohex-1-enyl; and the *N*-oxide

derivatives, prodrug derivatives, protected derivatives, individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

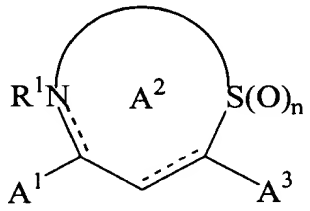
Claim 34 (original): The compound of Claim 33 which is:

2-[7-(2,4-diethoxy-phenyl)-2,3-dihydro-[1,4]thiazepin-5-yl]-3-hydroxy-cyclohex-2-enone;

and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

B1

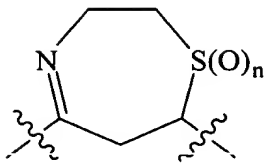
Claim 35 (original): The compound of Claim 1 in which said compound is of Formula I(G):



I(G)

in which n, R^1, A^1, A^2 and A^3 are defined as in Claim 1; and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

Claim 36 (previously presented): The compound of Claim 35 in which A^2 is a group of Formula (l):



(I)

in which said group of Formula (I) may be substituted with 1 to 3 groups independently selected from (C_{1-6})alkyl, cyano, halo, nitro, halo-substituted (C_{1-6})alkyl, $-X^2OR^4$, $-X^2C(O)R^6$, $-X^2OC(O)R^6$, $-X^2C(O)OR^4$, $-X^2SR^4$, $-X^2S(O)R^6$, $-X^2S(O)_2R^6$, $-X^2NR^4R^4$, $-X^2NR^4C(O)R^6$, $-X^2NR^4C(O)OR^4$, $-X^2C(O)NR^4R^4$, $-X^2NR^4C(O)NR^4R^4$, $-X^2NR^4C(NR^4)NR^4R^4$, $-X^2C(O)NR^4X^2C(O)OR^4$, $-X^2NR^4S(O)_2R^6$ and $-X^2S(O)_2NR^4R^4$, wherein X^2 is a bond or (C_{1-6})alkylene, R^4 at each occurrence independently is hydrogen, (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, and R^6 is (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl; and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

B1

Claim 37 (original): The compound of Claim 36 in which n is 1 and A^1 is 4-hydroxy-6-methyl-2-oxo-2*H*-pyran-3-yl or 4-methoxy-6-methyl-2-oxo-2*H*-pyran-3-yl; and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

Claim 38 (original): The compound of Claim 37 which is:

3-[7-(2,4-dimethoxy-phenyl)-1-oxo-2,3,6,7-tetrahydro-1*H*-1λ^4-[1,4]thiazepin-5-yl]-4-hydroxy-6-methoxy-pyran-2-one;

and the *N*-oxide derivatives, prodrug derivatives, protected derivatives; and the pharmaceutically acceptable salts thereof.

Claim 39 (original): The compound of claim 36 in which n is 2 and A^1 is 4-hydroxy-6-methyl-2-oxo-2*H*-pyran-3-yl or 4-methoxy-6-methyl-2-oxo-2*H*-pyran-3-yl; and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

Claim 40 (original): The compound of claim 39 which is:

3-[7-(2,4-dimethoxy-phenyl)-1,1-dioxo-2,3,6,7-tetrahydro-1*H*-1λ^6-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

Claims 41-46 (canceled)

Claim 47 (currently amended): A compound selected from the group consisting of:

4-hydroxy-3-[7-(2-methoxy-4-methylsulfanyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-6-methyl-pyran-2-one;

3-[7-(2-chloro-5-trifluoromethyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(4-dimethylamino-2-methoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

4-hydroxy-3-[7-(4-chloro-2-methoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-6-methyl-pyran-2-one; and

4-hydroxy-3-[7-(2,4-diethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-6-methyl-pyran-2-one; or

a *N*-oxide derivative, prodrug derivative, protected derivative, individual stereoisomer and mixtures of stereoisomers; or the pharmaceutically acceptable salt thereof;

wherein said prodrug derivative is an ester of said compound containing a hydroxy group.

Claim 48 (currently amended): A compound selected from the group consisting of:

7-(2,4-dimethoxy-phenyl)-5-(4-hydroxy-6-methyl-2-oxo-2*H*-pyran-3-yl)-2,2-dimethyl-2,3,6,7-tetrahydro-[1,4]thiazepine-3-carboxylic acid; and

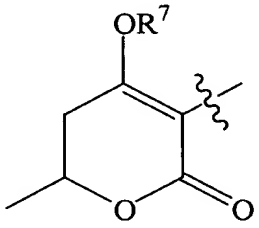
2-({1-[7-(2,4-dimethoxy-phenyl)-5-(4-hydroxy-6-methyl-2-oxo-2*H*-pyran-3-yl)-2,2-dimethyl-2,3,6,7-tetrahydro-[1,4]thiazepin-3-yl]-methanoyl}-amino)-propionic acid *tert*-butyl ester;

and the *N*-oxide derivatives, prodrug derivatives, protected derivatives; and the pharmaceutically acceptable salts thereof;

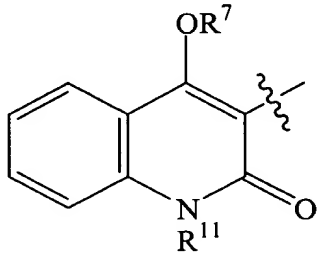
wherein said prodrug derivative is an ester of said compound containing a hydroxy group or a carboxy group.

Claim 49 (currently amended): The compound of Claim 1 in which A^1 is a group selected from Formulae (b), (c), (d), (e) and (f):

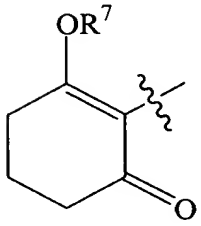
B1



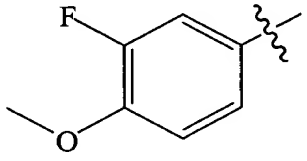
(b)



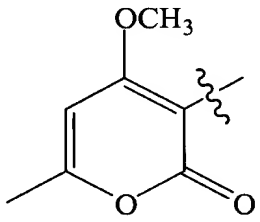
(c)



(d)



(e)



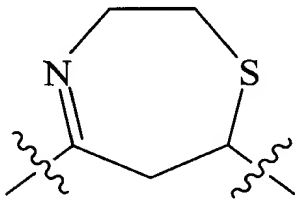
(f)

in which R^7 is hydrogen or methyl, R^{11} is hydrogen or (C_{1-6})alkyl and the free valance is attached to A^2; and

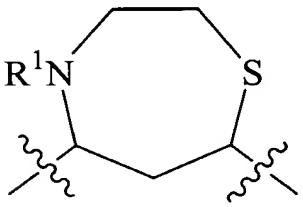
A^2 is as defined in Claim 1 ~~above~~ or is a monocyclic ring selected from heteroarylene or unsaturated, partially unsaturated or saturated heterocycloalkylene containing a total of 5 to 11 ring atoms, wherein A^2 may be substituted with a group selected from $-X^2R^8$, $-X^2OR^8$, $-X^2C(O)R^8$, $-X^2OC(O)R^8$, $-X^2C(O)OR^8$, $-X^2SR^8$, $-X^2S(O)R^8$, $-X^2S(O)_2R^8$, $-X^2NR^4R^8$, $-X^2NR^4C(O)R^8$, $-X^2NR^4C(O)OR^8$, $-X^2C(O)NR^4R^8$, $-X^2NR^4C(O)NR^4R^8$, $-X^2NR^4C(NR^4)NR^4R^8$, $-X^2NR^4S(O)_2R^8$ and $-X^2S(O)_2NR^4R^8$, wherein X^2 is a bond or (C_{1-6})alkylene, R^8 is $-X^2R^9$ wherein X^2 is as defined above and R^9 is aryl containing a total of 6 to 10 ring atoms, heteroaryl containing a total of 5 to 10 ring atoms or unsaturated, partially unsaturated or saturated carbocycloalkyl or heterocycloalkyl each containing a total of 3 to 10 ring atoms, and R^4 at each occurrence independently is hydrogen, (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, wherein each ring within A^2 and R^8 that contains from 3 to 8 ring atoms may be substituted with 1 to 3 groups independently selected from (C_{1-6})alkyl, cyano, halo, nitro, halo-substituted (C_{1-6})alkyl, $-X^2OR^4$, $-X^2C(O)R^6$, $-X^2OC(O)R^6$, $-X^2C(O)OR^4$, $-X^2SR^4$, $-X^2S(O)R^6$, $-X^2S(O)_2R^6$, $-X^2NR^4R^4$, $-X^2NR^4C(O)R^6$, $-X^2NR^4C(O)OR^4$, $-X^2C(O)NR^4R^4$, $-X^2NR^4C(O)NR^4R^4$, $-X^2NR^4C(NR^4)NR^4R^4$, $-X^2C(O)NR^4X^2C(O)OR^4$, $-X^2NR^4S(O)_2R^6$ and $-X^2S(O)_2NR^4R^4$, wherein X^2 and R^4 are as defined above and R^6 is (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, and wherein any said heterocycloalkylene, carbocycloalkyl and heterocycloalkyl rings within A^2 and R^8 may be substituted further with 1 to 2 groups independently selected from (C_{1-6})alkylidene, oxo, imino and thioxo~~, with the proviso that only one of A^2 and R^8 is a fused polycyclic ring system~~; and the *N*-oxide derivatives,

prodrug derivatives, protected derivatives, individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

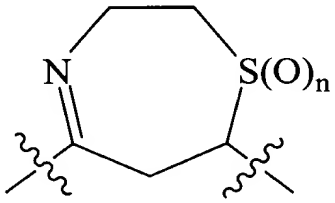
Claim 50 (previously presented): The compound of Claim 49 in which A^2 is a group selected from Formulae (h), (k), (l) and (m):



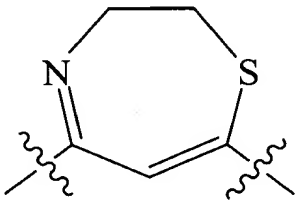
(h)



(k)



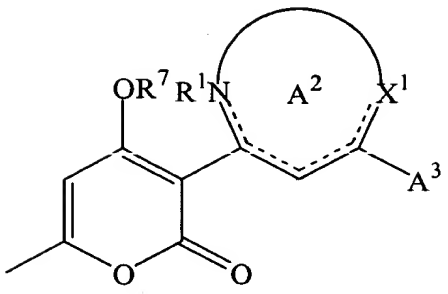
(l)



(m)

in which n is 1 or 2 and R^1 is acetyl or trifluoroacetyl; and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

Claim 51 (currently amended): A compound of Formula II:



II

in which:

the dashed lines indicate optional unsaturation without violating valency rules;

R^1 is hydrogen, (C_{1-6})alkyl or $-C(O)R^6$, wherein R^6 is as defined below, or R^1 is absent when a double bond exists between the nitrogen atom to which R^1 is attached and an adjacent ring atom ~~or R^+ is as defined below~~;

B1

R^7 is hydrogen;

X^1 is $-S(O)_n-$, wherein n is 0, 1, or 2;

A^2 is a monocyclic ring selected from heteroarylene or unsaturated, partially unsaturated or saturated heterocycloalkylene containing a total of 7 ~~5 to 11~~ ring atoms, wherein A^2 may be substituted with a group selected from $-X^2R^8$, $-X^2OR^8$, $-X^2C(O)R^8$, $-X^2OC(O)R^8$, $-X^2C(O)OR^8$, $-X^2SR^8$, $-X^2S(O)R^8$, $-X^2S(O)_2R^8$, $-X^2NR^4R^8$, $-X^2NR^4C(O)R^8$, $-X^2NR^4C(O)OR^8$, $-X^2C(O)NR^4R^8$, $-X^2NR^4C(O)NR^4R^8$, $-X^2NR^4C(NR^4)NR^4R^8$, $-X^2NR^4S(O)_2R^8$ and $-X^2S(O)_2NR^4R^8$, wherein X^2 is a bond or (C_{1-6})alkylene, R^8 is $-X^2R^9$ wherein X^2 is as defined above and R^9 is aryl containing a total of 6 to 10 ring atoms, heteroaryl containing a total of 5 to 10 ring atoms or unsaturated, partially unsaturated or saturated carbocycloalkyl or heterocycloalkyl each containing a total of 3 to 10 ring atoms, and R^4 at each occurrence independently is hydrogen, (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, wherein each ring within A^2 and R^8 that contains from 3 to 8

ring atoms may be substituted with 1 to 3 groups independently selected from (C_{1-6})alkyl, cyano, halo, nitro, halo-substituted (C_{1-6})alkyl, $-X^2OR^4$, $-X^2C(O)R^6$, $-X^2OC(O)R^6$, $-X^2C(O)OR^4$, $-X^2SR^4$, $-X^2S(O)R^6$, $-X^2S(O)_2R^6$, $-X^2NR^4R^4$, $-X^2NR^4C(O)R^6$, $-X^2C(O)NR^4R^4$, $-X^2NR^4C(O)NR^4R^4$, $-X^2NR^4C(NR^4)NR^4R^4$, $-X^2C(O)NR^4X^2C(O)OR^4$, $-X^2NR^4S(O)_2R^6$ and $-X^2S(O)_2NR^4R^4$, wherein X^2 and R^4 are as defined above and R^6 is (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, and wherein any said heterocycloalkylene, carbocycloalkyl and heterocycloalkyl rings within A^2 and R^8 may be substituted further with 1 to 2 groups independently selected from (C_{1-6})alkylidene, oxo, imino and thioxo ~~with the proviso that only one of A^2 and R^8 is a fused polycyclic ring system~~; and

B1

A^3 is a monocyclic or fused polycyclic ring system selected from aryl containing a total of 6 to 14 ring atoms, heteroaryl containing a total of 5 to 14 ring atoms and unsaturated, partially unsaturated or saturated carbocycloalkyl or heterocycloalkyl each containing a total of 3 to 14 ring atoms, wherein A^3 may be substituted with a group selected from $-\underline{X^2}R^{9'}$, $-X^2OR^{9'}$, $-X^2C(O)R^{9'}$, $-X^2OC(O)R^{9'}$, $-X^2C(O)OR^{9'}$, $-X^2SR^{9'}$, $-X^2S(O)R^{9'}$, $-X^2S(O)_2R^{9'}$, $-X^2NR^4R^{9'}$, $-X^2NR^4C(O)R^{9'}$, $-X^2NR^4C(O)OR^{9'}$, $-X^2C(O)NR^4R^{9'}$, $-X^2NR^4C(O)NR^4R^{9'}$, $-X^2NR^4C(NR^4)NR^4R^{9'}$, $-X^2NR^4S(O)_2R^{9'}$ and $-X^2S(O)_2NR^4R^{9'}$, wherein X^2 is a bond or (C_{1-6})alkylene, $R^{9'}$ is $-X^2R^{10}$ wherein X^2 is as defined above and R^{10} is aryl containing a total of 6 to 10 ring atoms, heteroaryl containing a total of 5 to 10 ring atoms or unsaturated, partially unsaturated or saturated carbocycloalkyl or heterocycloalkyl each containing a total of 3 to 10 ring atoms, and R^4 at each occurrence independently is hydrogen, (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, wherein each ring within A^3 and R^{10} that contains from 3 to 8 ring atoms may be substituted with 1 to 3

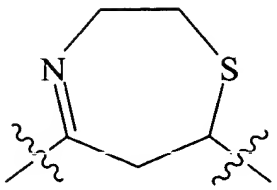
groups independently selected from (C_{1-6})alkyl, cyano, halo, nitro, halo-substituted (C_{1-6})alkyl, $-X^2OR^4$, $-X^2C(O)R^6$, $-X^2OC(O)R^6$, $-X^2C(O)OR^4$, $-X^2SR^4$, $-X^2S(O)R^6$, $-X^2S(O)_2R^6$, $-X^2NR^4R^4$, $-X^2NR^4C(O)R^6$, $-X^2NR^4C(O)OR^4$, $-X^2C(O)NR^4R^4$, $-X^2NR^4C(O)NR^4R^4$, $-X^2NR^4C(NR^4)NR^4R^4$, $-X^2NR^4S(O)_2R^6$ and $-X^2S(O)_2NR^4R^4$, wherein X^2 and R^4 are as defined above and R^6 is (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, and wherein any said carbocycloalkyl and heterocycloalkyl rings within A^3 and R^{10} may be substituted further with 1 to 2 groups independently selected from (C_{1-6})alkylidene, oxo, imino and thioxo with the proviso that only one of A^3 and R^{10} is a fused polycyclic ring system; and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof;

B1

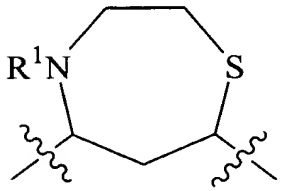
wherein said prodrug derivative is an ester of a compound of Formula II containing a hydroxy group or a carboxy group;

provided, however, Formula II does not represent a compound wherein A^2 is 2,3,6,7-tetrahydro-[1,4]thiazepinylene and A^3 is benzo[1,3]dioxolyl, indolyl, phenyl, pyridyl or thienyl, wherein said phenyl may be substituted with 1 to 3 groups independently selected from halo, nitro, hydroxy, (C_{1-4})alkyl, (C_{1-4})alkylsulfanyl and (C_{1-4})alkyloxy or any *N*-oxide derivative; protected derivative, individual stereoisomer or mixture of stereoisomers, or pharmaceutically acceptable salt thereof.

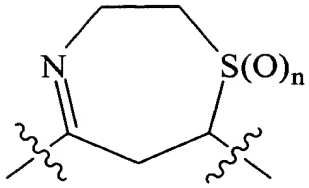
Claim 52 (previously presented): The compound of Claim 51 in which A^2 is a group selected from Formulae (h), (k), (l) and (m):



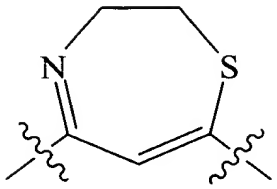
(h)



(k)



(l)



(m)

in which n is 1 or 2 and R^1 is acetyl or trifluoroacetyl; and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

Claim 53 (previously presented): The compound of Claim 52 in which A^3 is phenyl or heteroaryl containing a total of 5 to 9 ring atoms, wherein A^3 may be substituted with a group selected from $-R^{9'}$, $-X^2OR^{9'}$, $-X^2SR^{9'}$ and $-X^2S(O)_2R^{9'}$, wherein $R^{9'}$ is $-X^2R^{10}$, X^2 is a bond or (C_{1-6})alkylene and R^{10} is phenyl or heteroaryl containing a total of 5 to 6 ring atoms, wherein each ring within A^3 and R^{10} may be substituted with 1 to 3 groups independently selected from (C_{1-6})alkyl, halo, halo-substituted (C_{1-6})alkyl, $-X^2OR^4$, $-X^2SR^4$, $-X^2S(O)_2R^6$ and $-X^2NR^4R^4$, wherein R^4 at each occurrence independently is hydrogen, (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl and R^6 is (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl; and the *N*-oxide derivatives, prodrug derivatives,

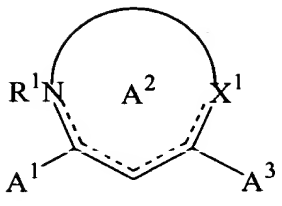
protected derivatives, individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

Claim 54 (original): A pharmaceutical composition comprising a therapeutically effective amount of a compound of Claim 1, 47 or 51 or a *N*-oxide derivative, prodrug derivative, individual isomer or mixture of isomers or a pharmaceutically acceptable salt thereof, in combination with a pharmaceutically acceptable excipient.

Claim 55 (original): The pharmaceutical composition of Claim 54, further comprising at least one known cancer chemotherapeutic agent.

Claim 56 (previously presented): The pharmaceutical composition of Claim 55, wherein said cancer therapeutic agent is selected from the group consisting of busulfan, cis-platin, mitomycin C, carboplatin, colchicine, vinblastine, paclitaxel, docetaxel, camptothecin, topotecan, doxorubicin, etoposide, 5-azacytidine, 5-fluorouracil, methotrexate, 5-fluoro-2'-deoxy-uridine, ara-C, hydroxyurea, thioguanine, melphalan, chlorambucil, cyclophosamide, ifosfamide, vincristine, mitoguazone, epirubicin, aclarubicin, bleomycin, imitoxantrone, elliptinium, fludarabine, octreotide, retinoic acid, tamoxifen, HERCEPTIN (trastuzumab), RITUXAN (rituximab) and alanosine.

Claim 57 (currently amended): A method of treating a disorder responsive to the induction of apoptosis in an animal suffering said disorder, comprising administering to a mammal in need of such treatment an effective amount of a compound of Formula I:



I

in which:

the dashed lines indicate optional unsaturation without violating valency rules;

R^1 is hydrogen, (C_{1-6})alkyl or $-C(O)R^6$, wherein R^6 is as defined below, or R^1 is absent when a double bond exists between the nitrogen atom to which R^1 is attached and an adjacent ring atom ~~or R^+ is as defined below~~;

X^1 is $-S(O)_n-$, wherein n is 0, 1, or 2;

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A^1 is a monocyclic or fused polycyclic ring system selected from aryl containing a total of 6 to 14 ring atoms, heteroaryl containing a total of 5 to 14 ring atoms and unsaturated, partially unsaturated or saturated carbocycloalkyl or heterocycloalkyl each containing a total of 3 to 14 ring atoms, wherein A^1 may be substituted with a group selected from $-X^2R^3$, $-X^2OR^3$, $-X^2C(O)R^3$, $-X^2OC(O)R^3$, $-X^2C(O)OR^3$, $-X^2SR^3$, $-X^2S(O)R^3$, $-X^2S(O)_2R^3$, $-X^2NR^3R^4$, $-X^2NR^4C(O)R^3$, $-X^2NR^4C(O)OR^3$, $-X^2C(O)NR^3R^4$, $-X^2NR^4C(O)NR^3R^4$, $-X^2NR^4C(NR^4)NR^3R^4$, $-X^2NR^4S(O)_2R^3$ and $-X^2S(O)_2NR^3R^4$, wherein X^2 is a bond or (C_{1-6})alkylene, R^3 is $-X^2R^5$ wherein X^2 is as defined above and R^5 is aryl containing a total of 6 to 10 ring atoms, heteroaryl containing a total of 5 to 10 ring atoms or unsaturated, partially unsaturated or saturated carbocycloalkyl or heterocycloalkyl each containing a total of 3 to 10 ring atoms, and R^4 at each occurrence independently is hydrogen, (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, wherein each ring within A^1 and R^5 that contains from 3 to 8 ring atoms may be substituted with 1 to 3 groups independently selected from (C_{1-6})alkyl, cyano, halo, nitro, halo-substituted

(C_{1-6})alkyl, $-X^2OR^4$, $-X^2C(O)R^6$, $-X^2OC(O)R^6$, $-X^2C(O)OR^4$, $-X^2SR^4$, $-X^2S(O)R^6$, $-X^2S(O)_2R^6$, $-X^2NR^4R^4$, $-X^2NR^4C(O)R^6$, $-X^2NR^4C(O)OR^4$, $-X^2C(O)NR^4R^4$, $-X^2NR^4C(O)NR^4R^4$, $-X^2NR^4C(NR^4)NR^4R^4$, $-X^2NR^4S(O)_2R^6$ and $-X^2S(O)_2NR^4R^4$, wherein X^2 and R^4 are as defined above and R^6 is (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, and wherein any said carbocycloalkyl and heterocycloalkyl rings within A^1 and R^5 may be substituted further with 1 to 2 groups independently selected from (C_{1-6})alkylidene, oxo, imino and thioxo, with the provisos that only one of A^1 and R^5 is a fused polycyclic ring system;

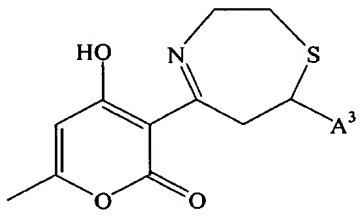
A^2 is a monocyclic ring selected from heteroarylene or unsaturated, partially unsaturated or saturated heterocycloalkylene containing a total of 7 ~~5 to 11~~ ring atoms, wherein A^2 may be substituted with a group selected from $-X^2R^8$, $-X^2OR^8$, $-X^2C(O)R^8$, $-X^2OC(O)R^8$, $-X^2C(O)OR^8$, $-X^2SR^8$, $-X^2S(O)R^8$, $-X^2S(O)_2R^8$, $-X^2NR^4R^8$, $-X^2NR^4C(O)R^8$, $-X^2NR^4C(O)OR^8$, $-X^2C(O)NR^4R^8$, $-X^2NR^4C(O)NR^4R^8$, $-X^2NR^4C(NR^4)NR^4R^8$, $-X^2NR^4S(O)_2R^8$ and $-X^2S(O)_2NR^4R^8$, wherein X^2 is a bond or (C_{1-6})alkylene, R^8 is $-X^2R^9$ wherein X^2 is as defined above and R^9 is aryl containing a total of 6 to 10 ring atoms, heteroaryl containing a total of 5 to 10 ring atoms or unsaturated, partially unsaturated or saturated carbocycloalkyl or heterocycloalkyl each containing a total of 3 to 10 ring atoms, and R^4 at each occurrence independently is hydrogen, (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, wherein each ring within A^2 and R^8 that contains from 3 to 8 ring atoms may be substituted with 1 to 3 groups independently selected from (C_{1-6})alkyl, cyano, halo, nitro, halo-substituted (C_{1-6})alkyl, $-X^2OR^4$, $-X^2C(O)R^6$, $-X^2OC(O)R^6$, $-X^2C(O)OR^4$, $-X^2SR^4$, $-X^2S(O)R^6$, $-X^2S(O)_2R^6$, $-X^2NR^4R^4$, $-X^2NR^4C(O)R^6$, $-X^2NR^4C(O)OR^4$, $-X^2C(O)NR^4R^4$, $-X^2NR^4C(O)NR^4R^4$, $-X^2NR^4C(NR^4)NR^4R^4$,

$-X^2C(O)NR^4X^2C(O)OR^4$, $-X^2NR^4S(O)_2R^6$ and $-X^2S(O)_2NR^4R^4$, wherein X^2 and R^4 are as defined above and R^6 is (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, and wherein any said heterocycloalkylene, carbocycloalkyl and heterocycloalkyl rings within A^2 and R^8 may be substituted further with 1 to 2 groups independently selected from (C_{1-6})alkylidene, oxo, imino and thioxo~~, with the proviso that only one of A^2 and R^8 is a fused polycyclic ring system~~; and

A^3 is a monocyclic or fused polycyclic ring system selected from aryl containing a total of 6 to 14 ring atoms, heteroaryl containing a total of 5 to 14 ring atoms and unsaturated, partially unsaturated or saturated carbocycloalkyl or heterocycloalkyl each containing a total of 3 to 14 ring atoms, wherein A^3 may be substituted with a group selected from $-X^2R^{9'}$, $-X^2OR^{9'}$, $-X^2C(O)R^{9'}$, $-X^2OC(O)R^{9'}$, $-X^2C(O)OR^{9'}$, $-X^2SR^{9'}$, $-X^2S(O)R^{9'}$, $-X^2S(O)_2R^{9'}$, $-X^2NR^4R^{9'}$, $-X^2NR^4C(O)R^{9'}$, $-X^2NR^4C(O)OR^{9'}$, $-X^2C(O)NR^4R^{9'}$, $-X^2NR^4C(O)NR^4R^{9'}$, $-X^2NR^4C(NR^4)NR^4R^{9'}$, $-X^2NR^4S(O)_2R^{9'}$ and $-X^2S(O)_2NR^4R^{9'}$, wherein X^2 is a bond or (C_{1-6})alkylene, $R^{9'}$ is $-X^2R^{10}$ wherein X^2 is as defined above and R^{10} is aryl containing a total of 6 to 10 ring atoms, heteroaryl containing a total of 5 to 10 ring atoms or unsaturated, partially unsaturated or saturated carbocycloalkyl or heterocycloalkyl each containing a total of 3 to 10 ring atoms, and R^4 at each occurrence independently is hydrogen, (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, wherein each ring within A^3 and R^{10} that contains from 3 to 8 ring atoms may be substituted with 1 to 3 groups independently selected from (C_{1-6})alkyl, cyano, halo, nitro, halo-substituted (C_{1-6})alkyl, $-X^2OR^4$, $-X^2C(O)R^6$, $-X^2OC(O)R^6$, $-X^2C(O)OR^4$, $-X^2SR^4$, $-X^2S(O)R^6$, $-X^2S(O)_2R^6$, $-X^2NR^4R^4$, $-X^2NR^4C(O)R^6$, $-X^2NR^4C(O)OR^4$, $-X^2C(O)NR^4R^4$, $-X^2NR^4C(O)NR^4R^4$, $-X^2NR^4C(NR^4)NR^4R^4$, $-X^2NR^4S(O)_2R^6$ and $-X^2S(O)_2NR^4R^4$, wherein

X^2 and R^4 are as defined above and R^6 is (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, and wherein any said carbocycloalkyl and heterocycloalkyl rings within A^3 and R^{10} may be substituted further with 1 to 2 groups independently selected from (C_{1-6})alkylidene, oxo, imino and thioxo, with the proviso that only one of A^3 and R^{10} is a fused polycyclic ring system; or an *N*-oxide derivative, prodrug derivative, protected derivative, individual stereoisomer or mixture of stereoisomers, or a pharmaceutically acceptable salt thereof; wherein said prodrug derivative is an ester of a compound of Formula I containing a hydroxy group or a carboxy group;

with the proviso that when said compound is of Formula II(a):



II(a)

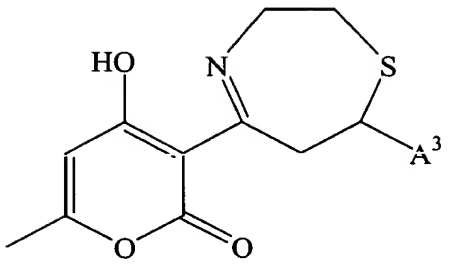
then A^3 is other than:

(a) benzo[1,3]dioxolyl;

(b) phenyl which is mono-substituted by bromo, hydroxy, methyl or isopropyl; and

(c) phenyl which is substituted by at least one of Cl and methoxy and not substituted by methylsulfanyl, amino, methylamino and dimethylamino.

Claim 58 (previously presented): The method of claim 57, with the further proviso that when said compound is Formula II(a):



II(a)

then A^3 is other than:

(a) benzo[1,3]dioxolyl;

(b) phenyl which is mono-substituted by bromo, nitro, hydroxy, methyl, or isopropyl; and

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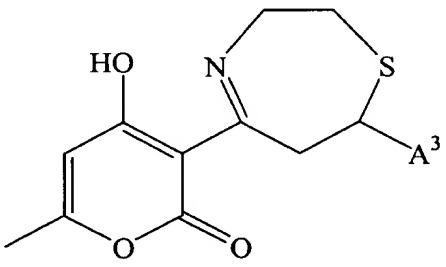
(c) phenyl which is substituted by at least one of Cl and methoxy and not substituted by methylsulfanyl, amino, methylamino and dimethylamino.

Claim 59 (previously presented): The method of claim 57, with the further proviso that when said compound is Formula II(a):



II(a)

then A^3 is other than:

(a) benzo[1,3]dioxolyl;

(b) 2,3-dihydro-benzo[1,4]dioxinyl; and

(c) phenyl which is substituted by at least one of bromo, chloro, hydroxy, nitro, methoxy and (C_{1-6})alkyl.

Claim 60 (previously presented): The method of Claim 57, wherein A^1 of said compound is a group selected from Formulae (a), (b), (c), (d) and (e):

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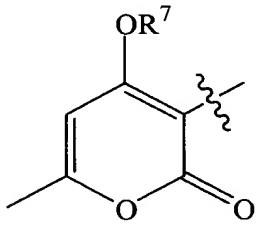
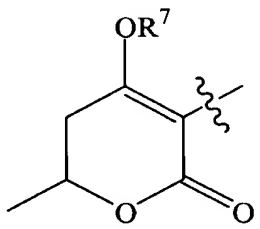
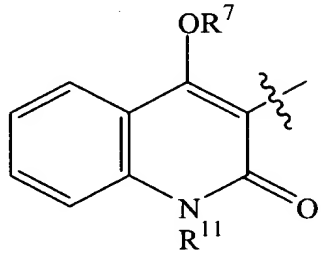


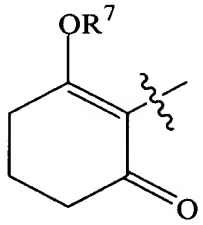
(a)



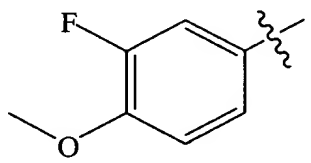
(b)



(c)



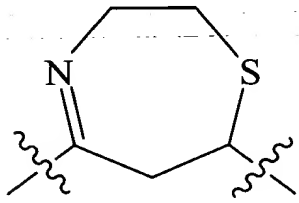
(d)



(e)

in which R^7 is hydrogen or methyl, R^{11} is hydrogen or (C_{1-6})alkyl and the free valance is attached to A^2; and

A^2 of said compound is as defined above or is a group selected from Formulae (h), (k), (l) and (m):



(h)

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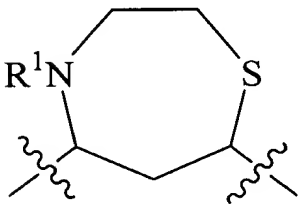
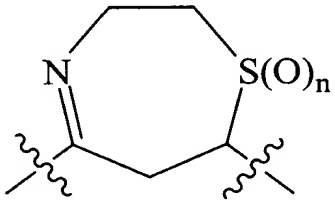
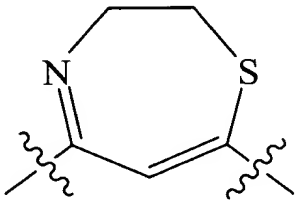


(k)



(l)



(m)

in which n is 1 or 2 and R^1 is acetyl or trifluoroacetyl; or an *N*-oxide derivative, prodrug derivative, protected derivative, individual stereoisomer or mixture of stereoisomers, or a pharmaceutically acceptable salt thereof.

Claim 61 (currently amended): The method of Claim 60, wherein A^3 of said compound is phenyl or heteroaryl containing a total of 5 to 9 ring atoms, wherein A^3 may be substituted with a group selected from $-X^2R^{9'}$, $-X^2OR^{9'}$, $-X^2SR^{9'}$ and $-X^2S(O)_2R^{9'}$, wherein $R^{9'}$ is $-X^2R^{10}$, X^2 is a bond or (C_{1-6})alkylene and R^{10} is phenyl or heteroaryl containing a total of 5 to 6 ring atoms, wherein each ring within A^3 and R^{10} may be

substituted with 1 to 3 groups independently selected from (C_{1-6})alkyl, halo, halo-substituted (C_{1-6})alkyl, $-X^2OR^4$, $-X^2SR^4$, $-X^2S(O)_2R^6$ and $-X^2NR^4R^4$, wherein R^4 at each occurrence independently is hydrogen, (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl and R^6 is (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl; and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

Claim 62 (currently amended): The method of Claim 61, wherein said compound is selected from the group consisting of:

2-[7-(2,4-dimethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-3-hydroxy-cyclohex-2-enone;

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4-hydroxy-3-[7-(4-methanesulfonyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-6-methyl-pyran-2-one;

~~3-[2-(2,4-diethoxy-phenyl)-2,3-dihydro-benzo[*b*][1,4]thiazepin-4-yl]-4-hydroxy-6-methyl-pyran-2-one;~~

3-[7-(2,4-diethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-5,6-dihydro-pyran-2-one;

3-[7-(4-dimethylamino-phenyl)-2,3,6,7-tetrahydro-1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-5,6-dihydro-pyran-2-one;

2-[7-(2,4-diethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-3-hydroxy-cyclohex-2-enone;

3-hydroxy-2-[7-(2,3,4-trimethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-cyclohex-2-enone;

~~3-hydroxy-2-[2-(2,3,4-trimethoxy-phenyl)-2,3-dihydro-benzo[*b*][1,4]thiazepin-4-yl]-cyclohex-2-enone;~~

~~4-hydroxy-6-methyl-3-[2-(2,3,4-trimethoxy-phenyl)-2,3-dihydro-benzo[*b*][1,4]thiazepin-4-yl]-5,6-dihydro-pyran-2-one;~~ and

4-hydroxy-6-methyl-3-[7-(2,3,4-trimethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-5,6-dihydro-pyran-2-one; or

a *N*-oxide derivative, prodrug derivative, protected derivative, individual stereoisomer or mixture of stereoisomers; or a pharmaceutically acceptable salt thereof.

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Claim 63 (previously presented): The method of claim 57, wherein said compound is selected from the group consisting of:

4-hydroxy-6-methyl-3-[7-(4-methylsulfanyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

3-[4-acetyl-7-(2,4-dimethoxy-phenyl)-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(2,4-dimethoxy-phenyl)-4-(2,2,2-trifluoro-ethanoyl)-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

1-[7-(2,4-dimethoxy-phenyl)-5-(3-fluoro-4-methoxyphenyl)-[1,4]thiazepin-4-yl]-ethanone;

4-hydroxy-6-methyl-3-[7-(3-phenyl-1*H*-pyrazol-4-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

3-[7-(5-ethyl-thien-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(1-benzyl-1*H*-indol-3-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

4-hydroxy-6-methyl-3[7-(2-trifluoromethylsulfanyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

4-hydroxy-6-methyl-3[7-(3-trifluoromethylsulfanyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

4-hydroxy-6-methyl-3[7-(4-trifluoromethylsulfanyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

4-hydroxy-6-methyl-3-[7-[3-(3-trifluoromethyl-phenoxy)-phenyl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

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3-[7-[3-(3,4-dichloro-phenoxy)-phenyl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-[3-(3,5-dichloro-phenoxy)-phenyl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

4-hydroxy-6-methyl-3-{7-[5-(3-trifluoromethyl-phenyl)-furan-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-pyran-2-one;

3-{7-[5-(2-chloro-phenyl)-furan-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-4-hydroxy-6-methyl-pyran-2-one;

3-{7-[5-(3-chloro-phenyl)-furan-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-4-hydroxy-6-methyl-pyran-2-one;

3-{7-[5-(4-chloro-phenyl)-furan-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-4-hydroxy-6-methyl-pyran-2-one;

4-hydroxy-6-methyl-3-{7-[5-(2-chloro-5-trifluoromethyl-phenyl)-furan-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-pyran-2-one;

3-[7-(4-bromo-thien-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(5-bromo-thien-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(1-benzenesulfonyl-1*H*-pyrrol-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

4-hydroxy-6-methyl-3-[7-(3-methyl-thien-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

B1

4-hydroxy-6-methyl-3-[7-(5-methyl-thien-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

4-hydroxy-6-methyl-3-[7-(1-methyl-1*H*-indol-3-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

3-[7-(3-chloro-2-methyl-5-trifluoromethyl-1*H*-pyrazol-4-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-{7-[1-(2,4-difluoro-benzenesulfonyl)-1*H*-pyrrrol-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-4-hydroxy-6-methyl-pyran-2-one;

3-(7-[2,2′]bithienyl-5-yl-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl)-4-hydroxy-6-methyl-pyran-2-one;

3-{7-[1-(3,5-dichloro-phenyl)-1*H*-pyrrrol-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-4-hydroxy-6-methyl-pyran-2-one;

3-{7-[1-(4-chloro-phenyl)-1*H*-pyrrrol-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(5-chloro-1*H*-indol-3-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(4,5-dibromo-thien-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(2-chloro-5-trifluoromethyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(2,4-dimethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-5,6-dihydro-pyran-2-one;

B1

4-hydroxy-6-methyl-3-[7-(5-methylsulfanyl-thien-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

3-[7-(5-chloro-1-methyl-3-phenyl-1*H*-pyrazol-4-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(4-dimethylamino-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(2,4-dimethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-1*H*-quinolin-2-one;

4-hydroxy-6-methyl-3-[7-(4-trifluoromethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

3-[7-(bis-trifluoromethyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(4-dimethylamino-2-methoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(2,4-dimethoxy-phenyl)-1-oxo-2,3,6,7-tetrahydro-1*H*-1λ^4-[1,4]thiazepin-5-yl]-4-hydroxy-6-methoxy-pyran-2-one;

3-[7-(2,4-dimethoxy-phenyl)-1,1-dioxo-2,3,6,7-tetrahydro-1*H*-1λ^6-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(2,4-diethoxy-phenyl)-2,3-dihydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-(7-[2,2′]bithienyl-5-yl-2,3-dihydro-[1,4]thiazepin-5-yl)-4-hydroxy-6-methyl-pyran-2-one;

B1

2-[7-(2,4-diethoxy-phenyl)-2,3-dihydro-[1,4]thiazepin-5-yl]-3-hydroxy-cyclohex-2-enone; and

3-[7-(2,4-diethoxy-phenyl)-2,3-dihydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-5,6-dihydro-pyran-2-one; or

a *N*-oxide derivative, prodrug derivative, protected derivative, individual stereoisomer or mixture of stereoisomers; or a pharmaceutically acceptable salt thereof.

Claim 64 (currently amended): A method of treating a disorder responsive to the induction of apoptosis in an animal suffering said disorder, comprising administering to a mammal in need of such treatment an effective amount of a compound selected from the group consisting of:

4-hydroxy-6-methyl-3-[7-(4-methylsulfanyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

3-[7-(4-ethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(3-methoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-6-methyl-pyran-2-one;

3-[7-(2-bromo-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]4-hydroxy-6-methyl-pyran-2-one;

3-[7-(2,3-dichloro-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]4-hydroxy-6-methyl-pyran-2-one;

3-[7-(3,4-dichloro-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

B1

6-methyl-3-[7-(2,3,4-trimethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

~~6-methyl-3-(2-*p*-tolyl-2,3-dihydro-benzo[*b*][1,4]thiazepin-4-yl)-pyran-2-one;~~

~~4-hydroxy-6-methyl-3-[2-(4-methylsulfanyl-phenyl)-2,3-dihydro-benzo[*b*][1,4]thiazepin-4-yl]-pyran-2-one; and~~

3-[7-(2,4-dimethoxy-phenyl)-2,3-dihydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

4-hydroxy-3-[7-(4-chloro-2-methoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-6-methyl-pyran-2-one; and

4-hydroxy-3-[7-(2,4-diethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-6-methyl-pyran-2-one; or

a *N*-oxide derivative, prodrug derivative, protected derivative, individual stereoisomer or mixture of stereoisomers; or a pharmaceutically acceptable salt thereof;

wherein said prodrug derivative is an ester of a compound containing a hydroxy group or a carboxy group.

Claim 65 (original): The method of claim 64, wherein said compound is selected from the group consisting of:

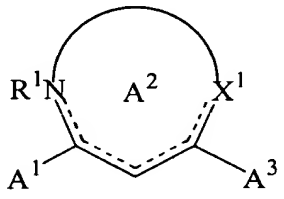
4-hydroxy-6-methyl-3-[7-(4-methylsulfanyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

3-[7-(3,4-dichloro-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one; and

6-methyl-3-[7-(2,3,4-trimethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one; or

a *N*-oxide derivative, prodrug derivative, protected derivative, individual stereoisomer or mixture of stereoisomers; or a pharmaceutically acceptable salt thereof.

Claim 66 (currently amended): A method for treating cancer, comprising administering to an animal in need of such treatment an effective amount of a compound of Formula I:



I

in which:

the dashed lines indicate optional unsaturation without violating valency rules;

R^1 is hydrogen, (C_{1-6})alkyl or $-C(O)R^6$, wherein R^6 is as defined below, or R^1 is absent when a double bond exists between the nitrogen atom to which R^1 is attached and an adjacent ring atom ~~or R^1 is as defined below~~;

X^1 is $-S(O)_n-$, wherein n is 0, 1, or 2;

A^1 is a monocyclic or fused polycyclic ring system selected from aryl containing a total of 6 to 14 ring atoms, heteroaryl containing a total of 5 to 14 ring atoms and unsaturated, partially unsaturated or saturated carbocycloalkyl or heterocycloalkyl each containing a total of 3 to 14 ring atoms, wherein A^1 may be substituted with a group selected from $-X^2R^3$, $-X^2OR^3$, $-X^2C(O)R^3$, $-X^2OC(O)R^3$, $-X^2C(O)OR^3$, $-X^2SR^3$, $-X^2S(O)R^3$, $-X^2S(O)_2R^3$, $-X^2NR^3R^4$, $-X^2NR^4C(O)R^3$, $-X^2NR^4C(O)OR^3$, $-X^2C(O)NR^3R^4$, $-X^2NR^4C(O)NR^3R^4$, $-X^2NR^4C(NR^4)NR^3R^4$, $-X^2NR^4S(O)_2R^3$ and $-X^2S(O)_2NR^3R^4$, wherein X^2 is a bond or (C_{1-6})alkylene, R^3 is $-X^2R^5$ wherein X^2 is as defined above and R^5 is aryl containing a total of 6 to 10 ring atoms, heteroaryl containing a total of 5 to 10 ring atoms or unsaturated, partially unsaturated or saturated carbocycloalkyl or heterocycloalkyl each containing a total of 3 to 10 ring atoms, and R^4 at each occurrence independently is hydrogen, (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, wherein each ring within A^1 and R^5 that contains from 3 to 8 ring atoms may be substituted with 1 to 3 groups independently selected from (C_{1-6})alkyl, cyano, halo, nitro, halo-substituted (C_{1-6})alkyl, $-X^2OR^4$, $-X^2C(O)R^6$, $-X^2OC(O)R^6$, $-X^2C(O)OR^4$, $-X^2SR^4$, $-X^2S(O)R^6$, $-X^2S(O)_2R^6$, $-X^2NR^4R^4$, $-X^2NR^4C(O)R^6$, $-X^2NR^4C(O)OR^4$, $-X^2C(O)NR^4R^4$, $-X^2NR^4C(O)NR^4R^4$, $-X^2NR^4C(NR^4)NR^4R^4$, $-X^2NR^4S(O)_2R^6$ and $-X^2S(O)_2NR^4R^4$, wherein

X^2 and R^4 are as defined above and R^6 is (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, and wherein any said carbocycloalkyl and heterocycloalkyl rings within A^1 and R^5 may be substituted further with 1 to 2 groups independently selected from (C_{1-6})alkylidene, oxo, imino and thioxo, with the provisos that only one of A^1 and R^5 is a fused polycyclic ring system;

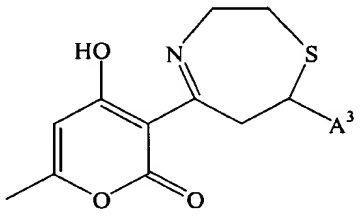
A^2 is a monocyclic ring selected from heteroarylene or unsaturated, partially unsaturated or saturated heterocycloalkylene containing a total of 7 ~~5 to 11~~ ring atoms, wherein A^2 may be substituted with a group selected from $-X^2R^8$, $-X^2OR^8$, $-X^2C(O)R^8$, $-X^2OC(O)R^8$, $-X^2C(O)OR^8$, $-X^2SR^8$, $-X^2S(O)R^8$, $-X^2S(O)_2R^8$, $-X^2NR^4R^8$, $-X^2NR^4C(O)R^8$, $-X^2NR^4C(O)OR^8$, $-X^2C(O)NR^4R^8$, $-X^2NR^4C(O)NR^4R^8$, $-X^2NR^4C(NR^4)NR^4R^8$, $-X^2NR^4S(O)_2R^8$ and $-X^2S(O)_2NR^4R^8$, wherein X^2 is a bond or (C_{1-6})alkylene, R^8 is $-X^2R^9$ wherein X^2 is as defined above and R^9 is aryl containing a total of 6 to 10 ring atoms, heteroaryl containing a total of 5 to 10 ring atoms or unsaturated, partially unsaturated or saturated carbocycloalkyl or heterocycloalkyl each containing a total of 3 to 10 ring atoms, and R^4 at each occurrence independently is hydrogen, (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, wherein each ring within A^2 and R^8 that contains from 3 to 8 ring atoms may be substituted with 1 to 3 groups independently selected from (C_{1-6})alkyl, cyano, halo, nitro, halo-substituted (C_{1-6})alkyl, $-X^2OR^4$, $-X^2C(O)R^6$, $-X^2OC(O)R^6$, $-X^2C(O)OR^4$, $-X^2SR^4$, $-X^2S(O)R^6$, $-X^2S(O)_2R^6$, $-X^2NR^4R^4$, $-X^2NR^4C(O)R^6$, $-X^2NR^4C(O)OR^4$, $-X^2C(O)NR^4R^4$, $-X^2NR^4C(O)NR^4R^4$, $-X^2NR^4C(NR^4)NR^4R^4$, $-X^2C(O)NR^4X^2C(O)OR^4$, $-X^2NR^4S(O)_2R^6$ and $-X^2S(O)_2NR^4R^4$, wherein X^2 and R^4 are as defined above and R^6 is (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, and wherein any said heterocycloalkylene, carbocycloalkyl and heterocycloalkyl rings within A^2 and R^8 may be

substituted further with 1 to 2 groups independently selected from (C_{1-6})alkylidene, oxo, imino and thioxo~~, with the proviso that only one of A^2 and R^8 is a fused polycyclic ring system~~; and

A^3 is a monocyclic or fused polycyclic ring system selected from aryl containing a total of 6 to 14 ring atoms, heteroaryl containing a total of 5 to 14 ring atoms and unsaturated, partially unsaturated or saturated carbocycloalkyl or heterocycloalkyl each containing a total of 3 to 14 ring atoms, wherein A^3 may be substituted with a group selected from $-X^2R^{9'}$, $-X^2OR^{9'}$, $-X^2C(O)R^{9'}$, $-X^2OC(O)R^{9'}$, $-X^2C(O)OR^{9'}$, $-X^2SR^{9'}$, $-X^2S(O)R^{9'}$, $-X^2S(O)_2R^{9'}$, $-X^2NR^4R^{9'}$, $-X^2NR^4C(O)R^{9'}$, $-X^2NR^4C(O)OR^{9'}$, $-X^2C(O)NR^4R^{9'}$, $-X^2NR^4C(O)NR^4R^{9'}$, $-X^2NR^4C(NR^4)NR^4R^{9'}$, $-X^2NR^4S(O)_2R^{9'}$ and $-X^2S(O)_2NR^4R^{9'}$, wherein X^2 is a bond or (C_{1-6})alkylene, $R^{9'}$ is $-X^2R^{10}$ wherein X^2 is as defined above and R^{10} is aryl containing a total of 6 to 10 ring atoms, heteroaryl containing a total of 5 to 10 ring atoms or unsaturated, partially unsaturated or saturated carbocycloalkyl or heterocycloalkyl each containing a total of 3 to 10 ring atoms, and R^4 at each occurrence independently is hydrogen, (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, wherein each ring within A^3 and R^{10} that contains from 3 to 8 ring atoms may be substituted with 1 to 3 groups independently selected from (C_{1-6})alkyl, cyano, halo, nitro, halo-substituted (C_{1-6})alkyl, $-X^2OR^4$, $-X^2C(O)R^6$, $-X^2OC(O)R^6$, $-X^2C(O)OR^4$, $-X^2SR^4$, $-X^2S(O)R^6$, $-X^2S(O)_2R^6$, $-X^2NR^4R^4$, $-X^2NR^4C(O)R^6$, $-X^2NR^4C(O)OR^4$, $-X^2C(O)NR^4R^4$, $-X^2NR^4C(O)NR^4R^4$, $-X^2NR^4C(NR^4)NR^4R^4$, $-X^2NR^4S(O)_2R^6$ and $-X^2S(O)_2NR^4R^4$, wherein X^2 and R^4 are as defined above and R^6 is (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, and wherein any said carbocycloalkyl and heterocycloalkyl rings within A^3 and R^{10} may be substituted further with 1 to 2 groups independently selected from (C_{1-6})alkylidene, oxo,

imino and thioxo, with the proviso that only one of A^3 and R^{10} is a fused polycyclic ring system; or an *N*-oxide derivative, prodrug derivative, protected derivative, individual stereoisomer or mixture of stereoisomers, or a pharmaceutically acceptable salt thereof; wherein said prodrug derivative is an ester of a compound of Formula I containing a hydroxy group or a carboxy group;

with the proviso that when said compound is of Formula II(a):



II(a)

B1

then A^3 is other than:

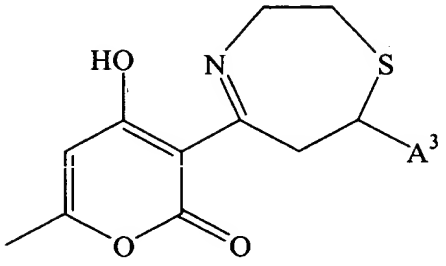
(a) benzo[1,3]dioxolyl;

(b) phenyl which is mono-substituted by bromo, hydroxy, methyl or isopropyl; and

(c) phenyl which is substituted by at least one of Cl and methoxy and not substituted by methylsulfanyl, amino, methylamino and dimethylamino; or

a *N*-oxide derivative, prodrug derivative, protected derivative, individual stereoisomer or mixture of stereoisomers; or a pharmaceutically acceptable salt thereof.

Claim 67 (previously presented): The method of claim 66, with the further proviso that when said compound is Formula II(a):



II(a)

then A^3 is other than:

(a) benzo[1,3]dioxolyl;

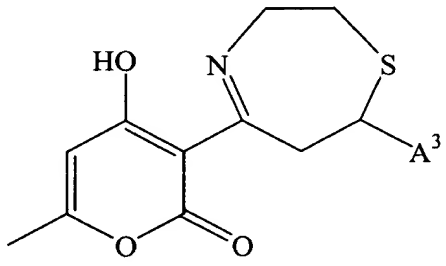
(b) phenyl which is mono-substituted by bromo, nitro, hydroxy, methyl, or isopropyl; and

B1

(c) phenyl which is substituted by at least one of Cl and methoxy and not substituted by methylsulfanyl, amino, methylamino and dimethylamino; or

a *N*-oxide derivative, prodrug derivative, protected derivative, individual stereoisomer or mixture of stereoisomers; or a pharmaceutically acceptable salt thereof.

Claim 68 (previously presented): The method of claim 66, with the further proviso that when said compound is Formula II(a):



II(a)

then A^3 is other than:

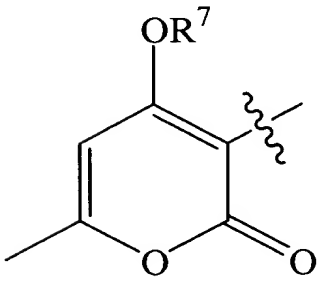
(a) benzo[1,3]dioxolyl;

(b) 2,3-dihydro-benzo[1,4]dioxinyl; and

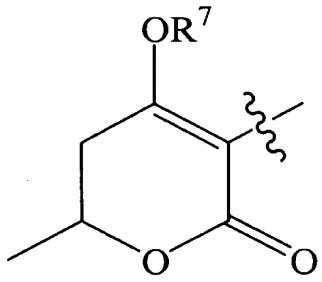
(c) phenyl which is substituted by at least one of bromo, chloro, hydroxy, nitro, methoxy and (C_{1-6})alkyl; or

a *N*-oxide derivative, prodrug derivative, protected derivative, individual stereoisomer or mixture of stereoisomers; or a pharmaceutically acceptable salt thereof.

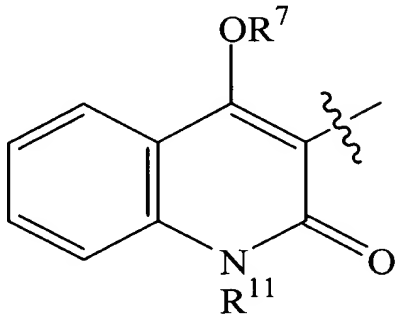
Claim 69 (previously presented): The method of Claim 66, wherein A^1 of said compound is a group selected from Formulae (a), (b), (c), (d) and (e):



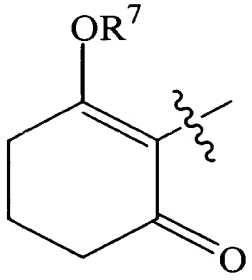
(a)



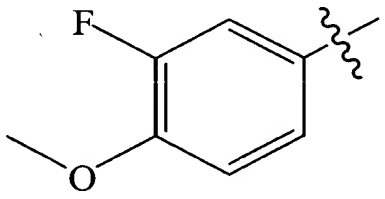
(b)



(c)



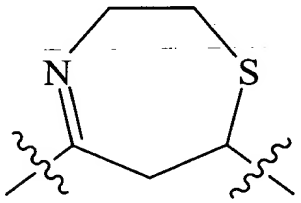
(d)



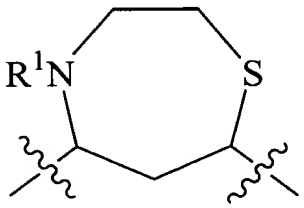
(e)

in which R^7 is hydrogen or methyl, R^{11} is hydrogen or (C_{1-6})alkyl and the free valance is attached to A^2; and

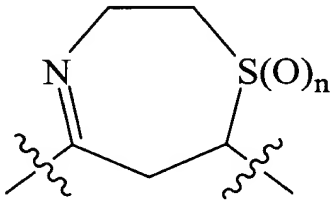
A^2 of said compound is as defined above or is a group selected from Formulae (h), (k), (l) and (m):



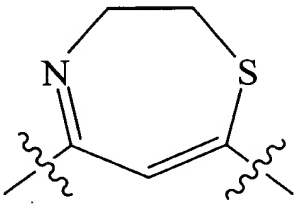
(h)



(k)



(l)



(m)

in which n is 1 or 2 and R^1 is acetyl or trifluoroacetyl; or a *N*-oxide derivative, prodrug derivative, protected derivative, individual stereoisomer or mixture of stereoisomers; or a pharmaceutically acceptable salt thereof.

Claim 70 (currently amended): The method of Claim 69, wherein A^3 of said compound is phenyl or heteroaryl containing a total of 5 to 9 ring atoms, wherein A^3 may be substituted with a group selected from $-X^2R^{9'}$, $-X^2OR^{9'}$, $-X^2SR^{9'}$ and $-X^2S(O)_2R^{9'}$, wherein $R^{9'}$ is $-X^2R^{10}$, X^2 is a bond or (C_{1-6})alkylene and R^{10} is phenyl or heteroaryl containing a total of 5 to 6 ring atoms, wherein each ring within A^3 and R^{10} may be substituted with 1 to 3 groups independently selected from (C_{1-6})alkyl, halo,

halo-substituted (C_{1-6})alkyl, $-X^2OR^4$, $-X^2SR^4$, $-X^2S(O)_2R^6$ and $-X^2NR^4R^4$, wherein R^4 at each occurrence independently is hydrogen, (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl and R^6 is (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl; or a *N*-oxide derivative, prodrug derivative, protected derivative, individual stereoisomer or mixture of stereoisomers; or a pharmaceutically acceptable salt thereof.

Claim 71 (currently amended): The method of Claim 70, wherein said compound is selected from the group consisting of:

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4-hydroxy-3-[7-(2-methoxy-4-methylsulfanyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-6-methyl-pyran-2-one;

2-[7-(2,4-dimethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-3-hydroxy-cyclohex-2-enone;

4-hydroxy-3-[7-(4-methanesulfonyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-6-methyl-pyran-2-one;

~~3-[2-(2,4-diethoxy-phenyl)-2,3-dihydro-benzo[*b*][1,4]thiazepin-4-yl]-4-hydroxy-6-methyl-pyran-2-one;~~

3-[7-(2,4-diethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-5,6-dihydro-pyran-2-one;

3-[7-(4-dimethylamino-phenyl)-2,3,6,7-tetrahydro-1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-5,6-dihydro-pyran-2-one;

2-[7-(2,4-diethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-3-hydroxy-cyclohex-2-enone;

3-hydroxy-2-[7-(2,3,4-trimethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-cyclohex-2-enone;

~~3-hydroxy-2-[2-(2,3,4-trimethoxy-phenyl)-2,3-dihydro-benzo[*b*][1,4]thiazepin-4-yl]-cyclohex-2-enone;~~

~~4-hydroxy-6-methyl-3-[2-(2,3,4-trimethoxy-phenyl)-2,3-dihydro-benzo[*b*][1,4]thiazepin-4-yl]-5,6-dihydro-pyran-2-one;~~

4-hydroxy-6-methyl-3-[7-(2,3,4-trimethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-5,6-dihydro-pyran-2-one; and

3-[7-(2,4-dimethoxy-phenyl)-2,3-dihydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one; or

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a *N*-oxide derivative, prodrug derivative, protected derivative, individual stereoisomer or mixture of stereoisomers; or a pharmaceutically acceptable salt thereof.

Claim 72 (previously presented): The method of claim 66, wherein said compound is selected from the group consisting of:

3-[4-acetyl-7-(2,4-dimethoxy-phenyl)-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(2,4-dimethoxy-phenyl)-4-(2,2,2-trifluoro-ethanoyl)-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

1-[7-(2,4-dimethoxy-phenyl)-5-(3-fluoro-4-methoxyphenyl)-[1,4]thiazepin-4-yl]-ethanone;

4-hydroxy-6-methyl-3-[7-(3-phenyl-1*H*-pyrazol-4-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

3-[7-(5-ethyl-thien-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(1-benzyl-1*H*-indol-3-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

4-hydroxy-6-methyl-3[7-(2-trifluoromethylsulfanyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

4-hydroxy-6-methyl-3[7-(3-trifluoromethylsulfanyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

4-hydroxy-6-methyl-3[7-(4-trifluoromethylsulfanyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

4-hydroxy-6-methyl-3-[7-[3-(3-trifluoromethyl-phenoxy)-phenyl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

3-[7-[3-(3,4-dichloro-phenoxy)-phenyl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-[3-(3,5-dichloro-phenoxy)-phenyl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

4-hydroxy-6-methyl-3-{7-[5-(3-trifluoromethyl-phenyl)-furan-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-pyran-2-one;

3-{7-[5-(2-chloro-phenyl)-furan-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-4-hydroxy-6-methyl-pyran-2-one;

3-{7-[5-(3-chloro-phenyl)-furan-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-4-hydroxy-6-methyl-pyran-2-one;

3-{7-[5-(4-chloro-phenyl)-furan-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-4-hydroxy-6-methyl-pyran-2-one;

4-hydroxy-6-methyl-3-{7-[5-(2-chloro-5-trifluoromethyl-phenyl)-furan-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-pyran-2-one;

3-[7-(4-bromo-thien-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(5-bromo-thien-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

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3-[7-(1-benzenesulfonyl-1*H*-pyrrol-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

4-hydroxy-6-methyl-3-[7-(3-methyl-thien-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

4-hydroxy-6-methyl-3-[7-(5-methyl-thien-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

4-hydroxy-6-methyl-3-[7-(1-methyl-1*H*-indol-3-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

3-[7-(3-chloro-2-methyl-5-trifluoromethyl-1*H*-pyrazol-4-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-{7-[1-(2,4-difluoro-benzenesulfonyl)-1*H*-pyrrrol-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-4-hydroxy-6-methyl-pyran-2-one;

3-(7-[2,2′]bithienyl-5-yl-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl)-4-hydroxy-6-methyl-pyran-2-one;

3-{7-[1-(3,5-dichloro-phenyl)-1*H*-pyrrrol-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-4-hydroxy-6-methyl-pyran-2-one;

3-{7-[1-(4-chloro-phenyl)-1*H*-pyrrrol-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(5-chloro-1*H*-indol-3-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(4,5-dibromo-thien-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(2-chloro-5-trifluoromethyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

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3-[7-(2,4-dimethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-5,6-dihydro-pyran-2-one;

4-hydroxy-6-methyl-3-[7-(5-methylsulfanyl-thien-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

3-[7-(5-chloro-1-methyl-3-phenyl-1*H*-pyrazol-4-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(4-dimethylamino-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(2,4-dimethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-1*H*-quinolin-2-one;

4-hydroxy-6-methyl-3-[7-(4-trifluoromethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

3-[7-(bis-trifluoromethyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(4-dimethylamino-2-methoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(2,4-dimethoxy-phenyl)-1-oxo-2,3,6,7-tetrahydro-1*H*-1λ^4-[1,4]thiazepin-5-yl]-4-hydroxy-6-methoxy-pyran-2-one;

3-[7-(2,4-dimethoxy-phenyl)-1,1-dioxo-2,3,6,7-tetrahydro-1*H*-1λ^6-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(2,4-diethoxy-phenyl)-2,3-dihydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

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3-(7-[2,2′]bithienyl-5-yl-2,3-dihydro-[1,4]thiazepin-5-yl)-4-hydroxy-6-methyl-pyran-2-one;

2-[7-(2,4-diethoxy-phenyl)-2,3-dihydro-[1,4]thiazepin-5-yl]-3-hydroxy-cyclohex-2-enone; and

3-[7-(2,4-diethoxy-phenyl)-2,3-dihydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-5,6-dihydro-pyran-2-one; or

a *N*-oxide derivative, prodrug derivative, protected derivative, individual stereoisomer or mixture of stereoisomers; or a pharmaceutically acceptable salt thereof.

Claim 73 (currently amended): A method for treating cancer, comprising administering to an animal in need of such treatment an effective amount of a compound selected from the group consisting of:

4-hydroxy-6-methyl-3-[7-(4-methylsulfanyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

3-[7-(4-ethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(3-methoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-6-methyl-pyran-2-one;

3-[7-(2-bromo-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(2,3-dichloro-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

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3-[7-(3,4-dichloro-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

6-methyl-3-[7-(2,3,4-trimethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

4-hydroxy-3-[7-(4-chloro-2-methoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-6-methyl-pyran-2-one; and

4-hydroxy-3-[7-(2,4-diethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-6-methyl-pyran-2-one; or

a *N*-oxide derivative, prodrug derivative, protected derivative, individual stereoisomer or mixture of stereoisomers; or a pharmaceutically acceptable salt thereof; wherein said prodrug derivative is an ester of said compound containing a hydroxy group.

Claim 74 (original): The method of claim 73, wherein said compound is selected from the group consisting of:

4-hydroxy-6-methyl-3-[7-(4-methylsulfanyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

3-[7-(3,4-dichloro-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one; and

6-methyl-3-[7-(2,3,4-trimethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one; or

a *N*-oxide derivative, prodrug derivative, protected derivative, individual stereoisomer or mixture of stereoisomers; or a pharmaceutically acceptable salt thereof.

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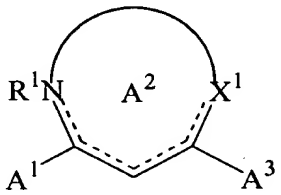
Claim 75 (previously presented): The method of Claims 66 or 73, wherein said cancer is selected from the group consisting of Hodgkin's disease, non-Hodgkin's lymphoma, acute and chronic lymphocytic leukemias, multiple myeloma, neuroblastoma, breast carcinoma, ovarian carcinoma, lung carcinoma, Wilms' tumor, cervical carcinoma, testicular carcinoma, soft-tissue sarcoma, chronic lymphocytic leukemia, primary macroglobulinemia, bladder carcinoma, chronic granulocytic leukemia, primary brain carcinoma, malignant melanoma, small-cell lung carcinoma, stomach carcinoma, colon carcinoma, malignant pancreatic insulinoma, malignant carcinoid carcinoma, choriocarcinoma, mycosis fungoides, head and neck carcinoma, osteogenic sarcoma, pancreatic carcinoma, acute granulocytic leukemia, hairy cell leukemia, rhabdomyosarcoma, Kaposi's sarcoma, genitourinary carcinoma, thyroid carcinoma, esophageal carcinoma, malignant hypercalcemia, cervical hyperplasia, renal cell

carcinoma, endometrial carcinoma, polycythemia vera, essential thrombocytosis, adrenal cortex carcinoma, skin cancer and prostatic carcinoma.

Claim 76 (currently amended): A method for the treatment of drug resistant cancer, comprising administering to an animal in need of such treatment an effective amount of a compound of Formula I:



I

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in which:

the dashed lines indicate optional unsaturation without violating valency rules;

R^1 is hydrogen, (C_{1-6})alkyl or $-C(O)R^6$, wherein R^6 is as defined below, or R^1 is absent when a double bond exists between the nitrogen atom to which R^1 is attached and an adjacent ring atom ~~or R^+ is as defined below~~;

X^1 is $-S(O)_n-$, wherein n is 0, 1, or 2;

A^1 is a monocyclic or fused polycyclic ring system selected from aryl containing a total of 6 to 14 ring atoms, heteroaryl containing a total of 5 to 14 ring atoms and unsaturated, partially unsaturated or saturated carbocycloalkyl or heterocycloalkyl each containing a total of 3 to 14 ring atoms, wherein A^1 may be substituted with a group selected from $-X^2R^3$, $-X^2OR^3$, $-X^2C(O)R^3$, $-X^2OC(O)R^3$, $-X^2C(O)OR^3$, $-X^2SR^3$, $-X^2S(O)R^3$, $-X^2S(O)_2R^3$, $-X^2NR^3R^4$, $-X^2NR^4C(O)R^3$, $-X^2NR^4C(O)OR^3$, $-X^2C(O)NR^3R^4$, $-X^2NR^4C(O)NR^3R^4$, $-X^2NR^4C(NR^4)NR^3R^4$, $-X^2NR^4S(O)_2R^3$ and $-X^2S(O)_2NR^3R^4$, wherein X^2 is a bond or (C_{1-6})alkylene, R^3 is $-X^2R^5$ wherein X^2 is as defined above and R^5 is aryl

containing a total of 6 to 10 ring atoms, heteroaryl containing a total of 5 to 10 ring atoms or unsaturated, partially unsaturated or saturated carbocycloalkyl or heterocycloalkyl each containing a total of 3 to 10 ring atoms, and R^4 at each occurrence independently is hydrogen, (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, wherein each ring within A^1 and R^5 that contains from 3 to 8 ring atoms may be substituted with 1 to 3 groups independently selected from (C_{1-6})alkyl, cyano, halo, nitro, halo-substituted (C_{1-6})alkyl, $-X^2OR^4$, $-X^2C(O)R^6$, $-X^2OC(O)R^6$, $-X^2C(O)OR^4$, $-X^2SR^4$, $-X^2S(O)R^6$, $-X^2S(O)_2R^6$, $-X^2NR^4R^4$, $-X^2NR^4C(O)R^6$, $-X^2NR^4C(O)OR^4$, $-X^2C(O)NR^4R^4$, $-X^2NR^4C(O)NR^4R^4$, $-X^2NR^4C(NR^4)NR^4R^4$, $-X^2NR^4S(O)_2R^6$ and $-X^2S(O)_2NR^4R^4$, wherein X^2 and R^4 are as defined above and R^6 is (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, and wherein any said carbocycloalkyl and heterocycloalkyl rings within A^1 and R^5 may be substituted further with 1 to 2 groups independently selected from (C_{1-6})alkylidene, oxo, imino and thioxo, with the provisos that only one of A^1 and R^5 is a fused polycyclic ring system;

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A^2 is a monocyclic ring selected from heteroarylene or unsaturated, partially unsaturated or saturated heterocycloalkylene containing a total of 7 ~~5 to 11~~ ring atoms, wherein A^2 may be substituted with a group selected from $-X^2R^8$, $-X^2OR^8$, $-X^2C(O)R^8$, $-X^2OC(O)R^8$, $-X^2C(O)OR^8$, $-X^2SR^8$, $-X^2S(O)R^8$, $-X^2S(O)_2R^8$, $-X^2NR^4R^8$, $-X^2NR^4C(O)R^8$, $-X^2NR^4C(O)OR^8$, $-X^2C(O)NR^4R^8$, $-X^2NR^4C(O)NR^4R^8$, $-X^2NR^4C(NR^4)NR^4R^8$, $-X^2NR^4S(O)_2R^8$ and $-X^2S(O)_2NR^4R^8$, wherein X^2 is a bond or (C_{1-6})alkylene, R^8 is $-X^2R^9$ wherein X^2 is as defined above and R^9 is aryl containing a total of 6 to 10 ring atoms, heteroaryl containing a total of 5 to 10 ring atoms or unsaturated, partially unsaturated or saturated carbocycloalkyl or heterocycloalkyl each containing a total of 3 to 10 ring

atoms, and R^4 at each occurrence independently is hydrogen, (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, wherein each ring within A^2 and R^8 that contains from 3 to 8 ring atoms may be substituted with 1 to 3 groups independently selected from (C_{1-6})alkyl, cyano, halo, nitro, halo-substituted (C_{1-6})alkyl, $-X^2OR^4$, $-X^2C(O)R^6$, $-X^2OC(O)R^6$, $-X^2C(O)OR^4$, $-X^2SR^4$, $-X^2S(O)R^6$, $-X^2S(O)_2R^6$, $-X^2NR^4R^4$, $-X^2NR^4C(O)R^6$, $-X^2NR^4C(O)OR^4$, $-X^2C(O)NR^4R^4$, $-X^2NR^4C(O)NR^4R^4$, $-X^2NR^4C(NR^4)NR^4R^4$, $-X^2C(O)NR^4X^2C(O)OR^4$, $-X^2NR^4S(O)_2R^6$ and $-X^2S(O)_2NR^4R^4$, wherein X^2 and R^4 are as defined above and R^6 is (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, and wherein any said heterocycloalkylene, carbocycloalkyl and heterocycloalkyl rings within A^2 and R^8 may be substituted further with 1 to 2 groups independently selected from (C_{1-6})alkylidene, oxo, imino and thioxo~~, with the proviso that only one of A^2 and R^8 is a fused polycyclic ring system~~; and

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A^3 is a monocyclic or fused polycyclic ring system selected from aryl containing a total of 6 to 14 ring atoms, heteroaryl containing a total of 5 to 14 ring atoms and unsaturated, partially unsaturated or saturated carbocycloalkyl or heterocycloalkyl each containing a total of 3 to 14 ring atoms, wherein A^3 may be substituted with a group selected from $-X^2R^{9'}$, $-X^2OR^{9'}$, $-X^2C(O)R^{9'}$, $-X^2OC(O)R^{9'}$, $-X^2C(O)OR^{9'}$, $-X^2SR^{9'}$, $-X^2S(O)R^{9'}$, $-X^2S(O)_2R^{9'}$, $-X^2NR^4R^{9'}$, $-X^2NR^4C(O)R^{9'}$, $-X^2NR^4C(O)OR^{9'}$, $-X^2C(O)NR^4R^{9'}$, $-X^2NR^4C(O)NR^4R^{9'}$, $-X^2NR^4C(NR^4)NR^4R^{9'}$, $-X^2NR^4S(O)_2R^{9'}$ and $-X^2S(O)_2NR^4R^{9'}$, wherein X^2 is a bond or (C_{1-6})alkylene, $R^{9'}$ is $-X^2R^{10}$ wherein X^2 is as defined above and R^{10} is aryl containing a total of 6 to 10 ring atoms, heteroaryl containing a total of 5 to 10 ring atoms or unsaturated, partially unsaturated or saturated carbocycloalkyl or heterocycloalkyl each containing a total of 3 to 10 ring atoms, and R^4 at each occurrence

independently is hydrogen, (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, wherein each ring within A^3 and R^{10} that contains from 3 to 8 ring atoms may be substituted with 1 to 3 groups independently selected from (C_{1-6})alkyl, cyano, halo, nitro, halo-substituted (C_{1-6})alkyl, $-X^2OR^4$, $-X^2C(O)R^6$, $-X^2OC(O)R^6$, $-X^2C(O)OR^4$, $-X^2SR^4$, $-X^2S(O)R^6$, $-X^2S(O)_2R^6$, $-X^2NR^4R^4$, $-X^2NR^4C(O)R^6$, $-X^2NR^4C(O)OR^4$, $-X^2C(O)NR^4R^4$, $-X^2NR^4C(O)NR^4R^4$, $-X^2NR^4C(NR^4)NR^4R^4$, $-X^2NR^4S(O)_2R^6$ and $-X^2S(O)_2NR^4R^4$, wherein X^2 and R^4 are as defined above and R^6 is (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, and wherein any said carbocycloalkyl and heterocycloalkyl rings within A^3 and R^{10} may be substituted further with 1 to 2 groups independently selected from (C_{1-6})alkylidene, oxo, imino and thioxo, with the proviso that only one of A^3 and R^{10} is a fused polycyclic ring system; or a *N*-oxide derivative, prodrug derivative, protected derivative, individual stereoisomer or mixture of stereoisomers; or a pharmaceutically acceptable salt thereof; wherein said prodrug derivative is an ester of a compound of Formula I containing a hydroxy group or a carboxy group;

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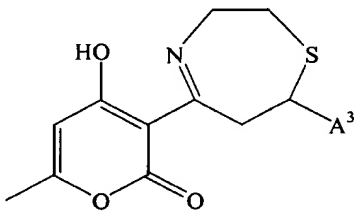
with the proviso that when said compound is of Formula II(a):



II(a)

then A^3 is other than:

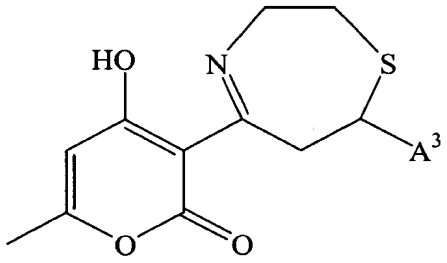
(a) benzo[1,3]dioxolyl;

(b) phenyl which is mono-substituted by bromo, hydroxy, methyl or isopropyl; and

(c) phenyl which is substituted by at least one of Cl and methoxy and not substituted by methylsulfanyl, amino, methylamino and dimethylamino; or

a *N*-oxide derivative, prodrug derivative, protected derivative, individual stereoisomer or mixture of stereoisomers; or a pharmaceutically acceptable salt thereof.

Claim 77 (previously presented): The method of claim 76, with the further proviso that when said compound is Formula II(a):



II(a)

then A^3 is other than:

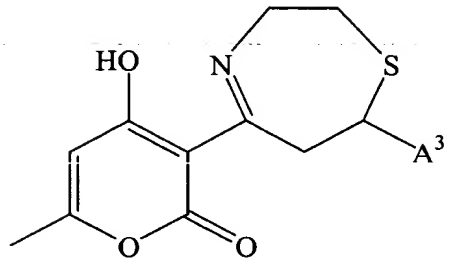
(a) benzo[1,3]dioxolyl;

(b) phenyl which is mono-substituted by bromo, nitro, hydroxy, methyl or isopropyl; and

(c) phenyl which is substituted by at least one of Cl and methoxy and not substituted by methylsulfanyl, amino, methylamino and dimethylamino; or

a *N*-oxide derivative, prodrug derivative, protected derivative, individual stereoisomer or mixture of stereoisomers; or a pharmaceutically acceptable salt thereof.

Claim 78 (previously presented): The method of claim 76, with the further proviso that when said compound is Formula II(a):



II(a)

then A^3 is other than:

(a) benzo[1,3]dioxolyl;

(b) 2,3-dihydro-benzo[1,4]dioxinyl; and

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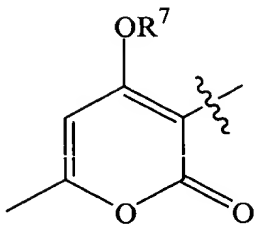
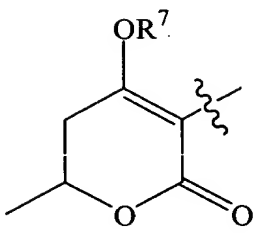
(c) phenyl which is substituted by at least one of bromo, chloro, hydroxy, nitro, methoxy and (C_{1-6})alkyl; or

a *N*-oxide derivative, prodrug, protected derivative, individual stereoisomer or mixture of stereoisomers; or a pharmaceutically acceptable salt thereof.

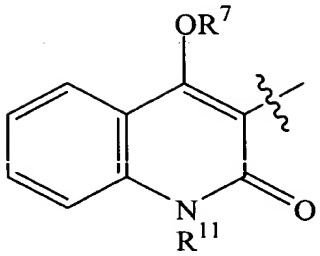
Claim 79 (previously presented): The method of Claim 76, wherein A^1 of said compound is a group selected from Formulae (a), (b), (c), (d) and (e):



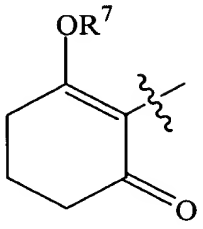
(a)



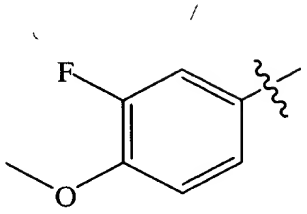
(b)



(c)



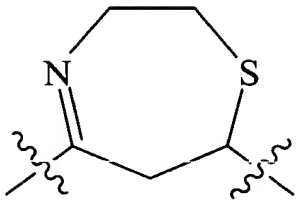
(d)



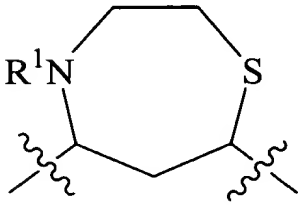
(e)

in which R^7 is hydrogen or methyl, R^{11} is hydrogen or (C_{1-6})alkyl and the free valance is attached to A^2; and

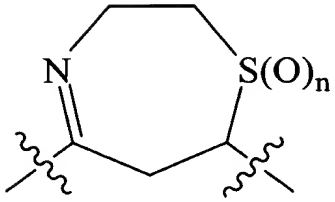
A^2 of said compound is as defined above or is a group selected from Formulae (h), (k), (l) and (m):



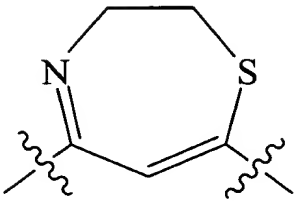
(h)



(k)



(l)



(m)

in which n is 1 or 2 and R^1 is acetyl or trifluoroacetyl; or a *N*-oxide derivative, prodrug derivative, protected derivative, individual stereoisomer or mixture of stereoisomers; or a pharmaceutically acceptable salt thereof.

Claim 80 (currently amended): The method of Claim 79, wherein A^3 of said compound is phenyl or heteroaryl containing a total of 5 to 9 ring atoms, wherein A^3 may be substituted with a group selected from $-X^2R^{9'}$, $-X^2OR^{9'}$, $-X^2SR^{9'}$ and $-X^2S(O)_2R^{9'}$, wherein $R^{9'}$ is $-X^2R^{10}$, X^2 is a bond or (C_{1-6})alkylene and R^{10} is phenyl or heteroaryl containing a total of 5 to 6 ring atoms, wherein each ring within A^3 and R^{10} may be substituted with 1 to 3 groups independently selected from (C_{1-6})alkyl, halo, halo-substituted (C_{1-6})alkyl, $-X^2OR^4$, $-X^2SR^4$, $-X^2S(O)_2R^6$ and $-X^2NR^4R^4$, wherein R^4 at each occurrence independently is hydrogen, (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl and R^6 is (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl; or a *N*-oxide derivative, prodrug

derivative, protected derivative, individual stereoisomer or mixture of stereoisomers; or a pharmaceutically acceptable salt thereof.

Claim 81 (currently amended): The method of Claim 80, wherein said compound is selected from the group consisting of:

4-hydroxy-3-[7-(2-methoxy-4-methylsulfanyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-6-methyl-pyran-2-one;

2-[7-(2,4-dimethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-3-hydroxy-cyclohex-2-enone;

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4-hydroxy-3-[7-(4-methanesulfonyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-6-methyl-pyran-2-one;

~~3-[2-(2,4-diethoxy-phenyl)-2,3-dihydro-benzo[*b*][1,4]thiazepin-4-yl]-4-hydroxy-6-methyl-pyran-2-one~~;

3-[7-(2,4-diethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-5,6-dihydro-pyran-2-one;

3-[7-(4-dimethylamino-phenyl)-2,3,6,7-tetrahydro-1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-5,6-dihydro-pyran-2-one;

2-[7-(2,4-diethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-3-hydroxy-cyclohex-2-enone;

3-hydroxy-2-[7-(2,3,4-trimethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-cyclohex-2-enone;

~~3-hydroxy-2-[2-(2,3,4-trimethoxy-phenyl)-2,3-dihydro-benzo[*b*][1,4]thiazepin-4-yl]-cyclohex-2-enone~~;

~~4-hydroxy-6-methyl-3-[2-(2,3,4-trimethoxy-phenyl)-2,3-dihydro-benzo[*b*][1,4]thiazepin-4-yl]-5,6-dihydro-pyran-2-one~~;

4-hydroxy-6-methyl-3-[7-(2,3,4-trimethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-5,6-dihydro-pyran-2-one; and

3-[7-(2,4-dimethoxy-phenyl)-2,3-dihydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one; or

a *N*-oxide derivative, prodrug derivative, protected derivative, individual stereoisomer or mixture of stereoisomers; or a pharmaceutically acceptable salt thereof.

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Claim 82 (previously presented): The method of claim 76, wherein said compound is selected from the group consisting of:

3-[4-acetyl-7-(2,4-dimethoxy-phenyl)-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(2,4-dimethoxy-phenyl)-4-(2,2,2-trifluoro-ethanoyl)-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

1-[7-(2,4-dimethoxy-phenyl)-5-(3-fluoro-4-methoxyphenyl)-[1,4]thiazepin-4-yl]-ethanone;

4-hydroxy-6-methyl-3-[7-(3-phenyl-1*H*-pyrazol-4-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

3-[7-(5-ethyl-thien-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(1-benzyl-1*H*-indol-3-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

4-hydroxy-6-methyl-3[7-(2-trifluoromethylsulfanyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

4-hydroxy-6-methyl-3[7-(3-trifluoromethylsulfanyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

4-hydroxy-6-methyl-3[7-(4-trifluoromethylsulfanyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

4-hydroxy-6-methyl-3-[7-[3-(3-trifluoromethyl-phenoxy)-phenyl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

3-[7-[3-(3,4-dichloro-phenoxy)-phenyl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

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3-[7-[3-(3,5-dichloro-phenoxy)-phenyl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

4-hydroxy-6-methyl-3-{7-[5-(3-trifluoromethyl-phenyl)-furan-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-pyran-2-one;

3-{7-[5-(2-chloro-phenyl)-furan-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-4-hydroxy-6-methyl-pyran-2-one;

3-{7-[5-(3-chloro-phenyl)-furan-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-4-hydroxy-6-methyl-pyran-2-one;

3-{7-[5-(4-chloro-phenyl)-furan-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-4-hydroxy-6-methyl-pyran-2-one;

4-hydroxy-6-methyl-3-{7-[5-(2-chloro-5-trifluoromethyl-phenyl)-furan-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-pyran-2-one;

3-[7-(4-bromo-thien-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(5-bromo-thien-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(1-benzenesulfonyl-1*H*-pyrrol-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

4-hydroxy-6-methyl-3-[7-(3-methyl-thien-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

4-hydroxy-6-methyl-3-[7-(5-methyl-thien-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

4-hydroxy-6-methyl-3-[7-(1-methyl-1*H*-indol-3-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

3-[7-(3-chloro-2-methyl-5-trifluoromethyl-1*H*-pyrazol-4-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-{7-[1-(2,4-difluoro-benzenesulfonyl)-1*H*-pyrrrol-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-4-hydroxy-6-methyl-pyran-2-one;

3-(7-[2,2′]bithienyl-5-yl-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl)-4-hydroxy-6-methyl-pyran-2-one;

3-{7-[1-(3,5-dichloro-phenyl)-1*H*-pyrrrol-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-4-hydroxy-6-methyl-pyran-2-one;

3-{7-[1-(4-chloro-phenyl)-1*H*-pyrrrol-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(5-chloro-1*H*-indol-3-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(4,5-dibromo-thien-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(2-chloro-5-trifluoromethyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(2,4-dimethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-5,6-dihydro-pyran-2-one;

4-hydroxy-6-methyl-3-[7-(5-methylsulfanyl-thien-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

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3-[7-(5-chloro-1-methyl-3-phenyl-1*H*-pyrazol-4-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(4-dimethylamino-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(2,4-dimethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-1*H*-quinolin-2-one;

4-hydroxy-6-methyl-3-[7-(4-trifluoromethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

3-[7-(bis-trifluoromethyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(4-dimethylamino-2-methoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(2,4-dimethoxy-phenyl)-1-oxo-2,3,6,7-tetrahydro-1*H*-1λ^4-[1,4]thiazepin-5-yl]-4-hydroxy-6-methoxy-pyran-2-one;

3-[7-(2,4-dimethoxy-phenyl)-1,1-dioxo-2,3,6,7-tetrahydro-1*H*-1λ^6-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(2,4-diethoxy-phenyl)-2,3-dihydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-(7-[2,2′]bithienyl-5-yl-2,3-dihydro-[1,4]thiazepin-5-yl)-4-hydroxy-6-methyl-pyran-2-one;

2-[7-(2,4-diethoxy-phenyl)-2,3-dihydro-[1,4]thiazepin-5-yl]-3-hydroxy-cyclohex-2-enone; and

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3-[7-(2,4-diethoxy-phenyl)-2,3-dihydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-5,6-dihydro-pyran-2-one; or

a *N*-oxide derivative, prodrug derivative, protected derivative, individual stereoisomer or mixture of stereoisomers; or a pharmaceutically acceptable salt thereof.

Claim 83 (currently amended): A method for the treatment of drug resistant cancer, comprising administering to an animal in need of such treatment an effective amount of a compound selected from the group consisting of:

4-hydroxy-6-methyl-3-[7-(4-methylsulfanyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

3-[7-(4-ethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(3-methoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-6-methyl-pyran-2-one;

3-[7-(2-bromo-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]4-hydroxy-6-methyl-pyran-2-one;

3-[7-(2,3-dichloro-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]4-hydroxy-6-methyl-pyran-2-one;

3-[7-(3,4-dichloro-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

6-methyl-3-[7-(2,3,4-trimethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

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~~6-methyl-3-(2-*p*-tolyl-2,3-dihydro-benzo[*b*][1,4]thiazepin-4-yl)-pyran-2-one;~~

~~4-hydroxy-6-methyl-3-[2-(4-methylsulfanyl-phenyl)-2,3-dihydro-benzo[*b*][1,4]thiazepin-4-yl]-pyran-2-one;~~

4-hydroxy-3-[7-(4-chloro-2-methoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-6-methyl-pyran-2-one; and

4-hydroxy-3-[7-(2,4-diethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-6-methyl-pyran-2-one; or

a *N*-oxide derivative, prodrug derivative, protected derivative, individual stereoisomer or mixture of stereoisomers; or a pharmaceutically acceptable salt thereof; wherein said prodrug derivative is an ester of said compound containing a hydroxy group.

Claim 84 (original): The method of claim 83, wherein said compound is selected from the group consisting of:

4-hydroxy-6-methyl-3-[7-(4-methylsulfanyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

3-[7-(3,4-dichloro-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one; and

6-methyl-3-[7-(2,3,4-trimethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one; or

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a *N*-oxide derivative, prodrug derivative, protected derivative, individual stereoisomer or mixture of stereoisomers; or a pharmaceutically acceptable salt thereof.

Claim 85 (original): The method of Claim 66, 73, 76 or 83, further comprising administering to said animal at least one known cancer chemotherapeutic agent, or a pharmaceutically acceptable salt of said agent.

Claim 86 (previously presented): The pharmaceutical composition of Claim 55, wherein said cancer therapeutic agent is selected from the group consisting of busulfan, cis-platin, mitomycin C, carboplatin, colchicine, vinblastine, paclitaxel, docetaxel, camptothecin, topotecan, doxorubicin, etoposide, 5-azacytidine, 5-fluorouracil, methotrexate, 5-fluoro-2'-deoxy-uridine, ara-C, hydroxyurea, thioguanine, melphalan, chlorambucil, cyclophosamide, ifosfamide, vincristine, mitoguazone, epirubicin, aclarubicin, bleomycin, imitoxantrone, elliptinium, fludarabine, octreotide, retinoic acid, tamoxifen, HERCEPTIN (trastuzumab), RITUXAN (rituximab) and alanosine.

Claim 87 (original): The method of Claim 66, 73, 75 or 83, further comprising treating said animal with radiation-therapy.

Claim 88 (original): The method of Claim 66, 73, 76 or 83, wherein said compound is administered after surgical treatment for cancer.

Claim 89 (original): The method of Claim 57, wherein said disorder is an autoimmune disease.

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Claim 90 (original): The method of Claim 57, wherein said disorder is rheumatoid arthritis.

Claim 91 (original): The method of Claim 57, wherein said disorder is inflammation or inflammatory bowel disease.

Claim 92 (original): The method of Claim 57, wherein said disorder is psoriasis.

Claim 93 (original): The method of Claim 57, wherein said disorder is a skin disease.

Claims 94-96 (canceled)

Claim 97 (previously presented): The method of claims 57 or 64, wherein said disorder responsive to the induction of apoptosis is inflammation, inflammatory bowel disease, psoriasis, an autoimmune disease selected from the group consisting of rheumatoid arthritis, multiple sclerosis, diabetes mellitus, Hashimoto's thyroiditis, and autoimmune lymphoproliferative syndrome, or a cancer selected from the group consisting of Hodgkin's disease, non-Hodgkin's lymphoma, acute and chronic lymphocytic leukemias, multiple myeloma, neuroblastoma, breast carcinoma, ovarian carcinoma, lung carcinoma, Wilms' tumor, cervical carcinoma, testicular carcinoma, soft-tissue sarcoma, chronic lymphocytic leukemia, primary macroglobulinemia, bladder carcinoma, chronic granulocytic leukemia, primary brain carcinoma, malignant melanoma, small-cell lung carcinoma, stomach carcinoma, colon carcinoma, malignant pancreatic insulinoma, malignant carcinoid carcinoma, choriocarcinoma, mycosis fungoides, head and neck carcinoma, osteogenic sarcoma, pancreatic carcinoma, acute granulocytic leukemia, hairy cell leukemia, rhabdomyosarcoma, Kaposi's sarcoma, genitourinary carcinoma, thyroid carcinoma, esophageal carcinoma, malignant hypercalcemia, cervical hyperplasia, renal cell carcinoma, endometrial carcinoma, polycythemia vera, essential thrombocytosis, adrenal cortex carcinoma, skin cancer and prostatic carcinoma.